

MANTECH INTERNATIONAL CORP

Form 4

March 14, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coleman Robert A

2. Issuer Name **and** Ticker or Trading
Symbol
MANTECH INTERNATIONAL
CORP [MANT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
12015 LEE JACKSON HIGHWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2007

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & COO

FAIRFAX, VA 22033

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/12/2007		M		41,491	A	\$ 19.34
Class A Common Stock	03/12/2007		S		10,000	D	\$ 34.51
Class A Common Stock	03/12/2007		S		10,000	D	\$ 34.48
Class A Common Stock	03/12/2007		S		10,000	D	\$ 34.44

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Stock

Class A Common Stock	03/12/2007	S	9,489	D	\$ 34.36	17,002	D
Class A Common Stock	03/12/2007	S	2,002	D	\$ 34.31	15,000	D
Class A Common Stock	03/13/2007	M	25,176	A	\$ 19.34	40,176	D
Class A Common Stock	03/13/2007	S	10,000	D	\$ 34.2	30,176	D
Class A Common Stock	03/13/2007	S	10,000	D	\$ 34.25	20,176	D
Class A Common Stock	03/13/2007	S	478	D	\$ 34.15	19,698	D
Class A Common Stock	03/13/2007	S	4,698	D	\$ 34	15,000	D
Class A Common Stock	03/13/2007	M	3,651	A	\$ 15.56	18,651	D
Class A Common Stock	03/13/2007	S	289	D	\$ 34	18,362	D
Class A Common Stock	03/13/2007	S	2,804	D	\$ 34.36	15,558	D
Class A Common Stock	03/13/2007	S	558	D	\$ 34.27	15,000	D

Class A Common Stock						246	I
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By the
ManTech
Employee
Stock
Ownership
Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.34	03/12/2007		M	41,491	<u>(1)</u> 06/23/2014	Class A Common Stock 41,491
Employee Stock Option (right to buy)	\$ 19.34	03/13/2007		M	25,176	<u>(1)</u> 06/23/2014	Class A Common Stock 25,176
Employee Stock Option (right to buy)	\$ 15.56	03/13/2007		M	3,651	<u>(2)</u> 09/10/2014	Class A Common Stock 3,651

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coleman Robert A 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033	X		President & COO	

Signatures

/s/ Michael R. Putnam, by Power of Attorney
03/14/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The options were granted on June 23, 2004, with one-third of the total grant vesting on June 23, 2005, one-third vesting on June 23, 2006, and the remaining one-third vesting on June 23, 2007.

(2) The options were granted on September 10, 2004, with one-third of the total grant vesting on September 10, 2005, one-third vesting on September 10, 2006, and the remaining one-third vesting on September 10, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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