#### MANTECH INTERNATIONAL CORP

Form 4 May 10, 2006

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*

Fox Joseph R

2. Issuer Name and Ticker or Trading

Symbol

MANTECH INTERNATIONAL CORP [MANT]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

05/08/2006

12105 LEE JACKSON HIGHWAY (Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title Other (specify below)

President of business unit

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FAIRFAX, VA 20120

(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)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	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	(D)	Price	(Ilisti. 3 aliu 4)		
Class A Common Stock	05/08/2006		M	3,333	A	\$ 16.49	3,333	D	
Class A Common Stock	05/08/2006		S	3,333	D	\$ 36.39	0	D	
Class A Common Stock	05/08/2006		M	3,334	A	\$ 20.45	3,334	D	
Class A Common	05/08/2006		S	3,334	D	\$ 36.39	0	D	

### Edgar Filing: MANTECH INTERNATIONAL CORP - Form 4

Stock									
Class A Common Stock	05/08/2006	M	10,000	A	\$ 23.95	10,000	D		
Class A Common Stock	05/08/2006	S	10,000	D	\$ 36.39	0	D		
Class A Common Stock						172	I	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 SEC 1474									
			infori requi displa	information contained in this form are not required to respond unless the form 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 16.49	05/08/2006		M		3,333	<u>(1)</u>	05/02/2013	Class A Common Stock	3,333
Employee Stock Option (right to buy)	\$ 20.45	05/08/2006		M		3,334	(2)	02/07/2015	Class A Common Stock	3,334
Employee Stock Option (right to	\$ 23.95	05/08/2006		M		10,000	(3)	03/15/2015	Class A Common Stock	10,000

buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fox Joseph R 12105 LEE JACKSON HIGHWAY FAIRFAX, VA 20120

President of business unit

### **Signatures**

/s/ Michael R. Putnam, by Power of Attorney

05/10/2006

\*\*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 5/2/03, with one-third of the total grant vesting on 5/2/04, one-third vesting on 5/2/05, and the remaining one-third vesting on 5/2/06.
- The options were granted on 2/7/05, with one-third of the total grant vesting on 2/7/06, one-third vesting on 2/7/07, and the remaining one-third vesting on 2/7/08.
- (3) The options were granted on 3/15/05, with one-third of the total grant vesting on 3/15/06, one-third vesting on 3/15/07, and the remaining one-third vesting on 3/15/08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3