MANTECH INTERNATIONAL CORP

Form 4

March 16, 2007

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

MANTECH INTERNATIONAL

CORP [MANT]

(Check all applicable)

(First) (Middle)

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

X Director 10% Owner X_ Officer (give title _ Other (specify below)

12015 LEE JACKSON HIGHWAY

03/14/2007

President & COO

(Street) 4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Person

FAIRFAX, VA 22033

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acq	uired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Class A Common Stock	03/14/2007		Code V M	Amount 5,605	(D)	Price \$ 15.56	20,605	D	
Class A Common Stock	03/14/2007		S	5,605	D	\$ 34	15,000	D	
Class A Common Stock	03/15/2007		M	10,000	A	\$ 15.56	25,000	D	
Class A Common	03/15/2007		S	10,000	D	\$ 34	15,000	D	

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Stock

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

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

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(9-02)

SEC 1474

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

1. Title Derivat Securit (Instr. 3	tive y	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)		s Acquired sposed of	d of		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
					Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Emplo Stock Option (right buy)	n	\$ 15.56	03/14/2007		M		5,605	<u>(1)</u>	09/10/2014	Class A Common Stock	5,6
Emplo Stock Option (right buy)	n	\$ 15.56	03/15/2007		M		10,000	(1)	09/10/2014	Class A Common Stock	10,0
Emplo Stock Option (right buy)	n	\$ 34.05	03/15/2007		A	25,000		<u>(2)</u>	03/15/2012	Class A Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

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Deletionshin

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Coleman Robert A

12015 LEE JACKSON HIGHWAY X President & COO

FAIRFAX, VA 22033

Signatures

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

03/16/2007

**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 September 10, 2004, with one-third of the total grant vesting on September 10, 2005, one-third of the total grant vesting on September 10, 2006 and the remaining one-third vesting on September 10, 2007.
- (2) The options were granted on March 15, 2007, with one-third of the total grant vesting on March 15, 2008, one-third of the total grant vesting on March 15, 2009, and the remaining one-third vesting on March 15, 2010.

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.

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