

MANTECH INTERNATIONAL CORP
 Form 4
 September 01, 2005

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fox Joseph R

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

12105 LEE JACKSON HIGHWAY
 (Street)

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

President business unit

FAIRFAX, VA 20120

(City) (State) (Zip)

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

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	08/30/2005		M		16,667	A	\$ 19.34
Class A Common Stock	08/30/2005		S		16,667	D	\$ 30.34
Class A Common Stock	08/30/2005		M		3,334	D	\$ 16.49
Class A Common	08/30/2005		S		3,334	D	\$ 30.34

Stock

Class A Common Stock	97	I	By the ManTech Employee Stock Ownership Fund
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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	08/30/2005		M	16,667	<u>(1)</u>	06/22/2014	Class A Common Stock	16,667
Employee Stock Option (right to buy)	\$ 16.49	08/30/2005		M	3,334	<u>(2)</u>	05/01/2013	Class A Common Stock	3,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Joseph R 12105 LEE JACKSON HIGHWAY FAIRFAX, VA 20120			President business unit	

Signatures

Michael R. Putnam, by Power of
Attorney

09/01/2005

__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 6/23/2004, with 1/3 of the total grant vesting on 6/23/2005, 1/3 vesting on 6/23/2006, and the remaining 1/3 vesting on 6/23/2007.
- (2) The options were granted on 5/2/2003, with 1/3 of the total grant vesting on 5/2/2004, 1/3 vesting on 5/2/2005, and the remaining 1/3 vesting on 5/2/2006.

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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