

MANTECH INTERNATIONAL CORP
Form 4
March 16, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)

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

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

12015 LEE JACKSON HIGHWAY

03/14/2007

President & COO

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

FAIRFAX, VA 22033

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	03/14/2007		M		5,605	A	\$ 15.56
Class A Common Stock	03/14/2007		S		5,605	D	\$ 34
Class A Common Stock	03/15/2007		M		10,000	A	\$ 15.56
Class A Common	03/15/2007		S		10,000	D	\$ 34

Stock

Class A Common Stock	246	I	By the ManTech Employee Stock Ownership Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 15.56	03/14/2007		M	5,605	<u>(1)</u>	09/10/2014	Class A Common Stock	5,605
Employee Stock Option (right to buy)	\$ 15.56	03/15/2007		M	10,000	<u>(1)</u>	09/10/2014	Class A Common Stock	10,000
Employee Stock Option (right to buy)	\$ 34.05	03/15/2007		A	25,000	<u>(2)</u>	03/15/2012	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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.