

MANTECH INTERNATIONAL CORP  
Form 4  
March 14, 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)  
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	56,491	D
Class A Common Stock	03/12/2007		S		10,000 D \$ 34.51	46,491	D
Class A Common Stock	03/12/2007		S		10,000 D \$ 34.48	36,491	D
Class A Common	03/12/2007		S		10,000 D \$ 34.44	26,491	D

Edgar Filing: MANTECH INTERNATIONAL CORP - Form 4

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

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)	Amount or Number of Shares	
				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.

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.