

MANTECH INTERNATIONAL CORP

Form 4

March 16, 2007

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

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

OMB APPROVAL

OMB
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(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)
03/14/2007

☒ 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	03/14/2007		M		5,605	A	\$ 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

Stock

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.

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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 Underlying Security (Instr. 3 and 4)	8. 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)	\$ 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
FAIRFAX, VA 22033

X

President & COO

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.
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