

MANTECH INTERNATIONAL CORP  
 Form 4  
 November 07, 2007

**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)  
 12015 LEE JACKSON HIGHWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/05/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President of business unit

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	11/05/2007		M		16,667	A	\$ 19.34
					16,667		
Class A Common Stock	11/05/2007		M		3,333	A	\$ 20.45
					20,000		
Class A Common Stock	11/05/2007		M		10,000	A	\$ 23.95
					30,000		
Class A Common	11/05/2007		M		4,000	A	\$ 34,000
							30.07

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Stock							
Class A Common Stock	11/05/2007	S	89	D	\$ 41.61	33,911	D
Class A Common Stock	11/05/2007	S	200	D	\$ 41.62	33,711	D
Class A Common Stock	11/05/2007	S	100	D	\$ 41.63	33,611	D
Class A Common Stock	11/05/2007	S	400	D	\$ 41.65	33,211	D
Class A Common Stock	11/05/2007	S	400	D	\$ 41.66	32,811	D
Class A Common Stock	11/05/2007	S	200	D	\$ 41.67	32,611	D
Class A Common Stock	11/05/2007	S	400	D	\$ 41.68	32,211	D
Class A Common Stock	11/05/2007	S	300	D	\$ 41.69	31,911	D
Class A Common Stock	11/05/2007	S	450	D	\$ 41.71	31,461	D
Class A Common Stock	11/05/2007	S	100	D	\$ 41.72	31,361	D
Class A Common Stock	11/05/2007	S	200	D	\$ 41.74	31,161	D
Class A Common Stock	11/05/2007	S	500	D	\$ 41.75	30,661	D
Class A Common Stock	11/05/2007	S	810	D	\$ 41.76	29,851	D
Class A Common Stock	11/05/2007	S	1,190	D	\$ 41.77	28,661	D

Class A Common Stock	232	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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 19.34	11/05/2007		M	16,667	<u>(1)</u> 06/23/2014	Class A Common Stock	16,667	
Employee Stock Option (right to buy)	\$ 20.45	11/05/2007		M	3,333	<u>(2)</u> 02/07/2015	Class A Common Stock	3,333	
Employee Stock Option (right to buy)	\$ 23.95	11/05/2007		M	10,000	<u>(3)</u> 03/15/2015	Class A Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 30.07	11/05/2007		M	4,000	<u>(4)</u> 03/07/2011	Class A Common Stock	4,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Joseph R 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033			President of business unit	

## Signatures

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

11/07/2007

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, with one-third of the total grant vesting on June 23, 2006, and the remaining one-third vesting on June 23, 2007.
  - (2) The options were granted on February 7, 2005, with one-third of the total grant vesting on February 7, 2006, with one-third of the total grant vesting on February 7, 2007, and the remaining one-third vesting on February 7, 2008.
  - (3) The options were granted on March 15, 2005, with one-third of the total grant vesting on March 15, 2006, with one-third of the total grant vesting on March 15, 2007, and the remaining one-third vesting on March 15, 2008.
  - (4) The options were granted on March 7, 2006, with one-third of the total grant vesting on March 7, 2007, with one-third of the total grant vesting on March 7, 2008, and the remaining one-third vesting on March 7, 2009.

### Remarks:

This reporting person is filing three Forms 4, this filing is the first of three.

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.