

MANTECH INTERNATIONAL CORP
Form 4
March 17, 2006

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 *
Kelley Jay W

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

03/15/2006

President business unit

(Street)

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

FAIRFAX, VA 22033

(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	03/15/2006		M		6,000	A	\$ 23.95
Class A Common Stock	03/15/2006		S		6,000	D	\$ 28.55
Class A Common Stock	03/15/2006		M		8,334	A	\$ 19.82
Class A Common	03/15/2006		S		8,334	D	\$ 28.55

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Stock

Class A
Common Stock 03/15/2006 M 8,000 A \$ 15.73 8,000 D

Class A
Common Stock 03/15/2006 S 8,000 D \$ 28.55 0 D

Class A
Common Stock 03/15/2006 M 2,000 A \$ 20.97 2,000 D

Class A
Common Stock 03/15/2006 S 2,000 D \$ 28.55 0 D

Class A
Common Stock 203 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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.95	03/15/2006		M	6,000	<u>(1)</u> 03/15/2015	Class A Common Stock	6,000
	\$ 19.82	03/15/2006		M	8,334	<u>(2)</u> 10/25/2014		8,334

Employee Stock Option (right to buy)								Class A Common Stock	
Employee Stock Option (right to buy)	\$ 15.73	03/15/2006	M	8,000	(3)	03/03/2013		Class A Common Stock	8,000
Employee Stock Option (right to buy)	\$ 20.97	03/15/2006	M	2,000	(4)	03/15/2015		Class A Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Jay W 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033			President business unit	

Signatures

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

03/17/2006

__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 3/15/05, with one-third of the total grant vesting on 3/15/06, one-third vesting on 3/15/07, and the remaining one-third vesting on 3/15/08.
- (2) The options were granted on 10/25/04, with one-third of the total grant vesting on 10/25/05, with one-third vesting on 10/25/06, and the remaining one-third vesting on 10/26/07.
- (3) The options were granted on 3/3/03, with one third of the total grant vesting on 3/3/04, one third vesting on 3/3/05, and the remaining one third vesting on 3/3/06.
- (4) The options were granted on 8/15/03, with one third of the total grant vesting on 8/15/04, one third vesting on 8/15/05, and the remaining one-third vesting on 8/15/06.

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.