

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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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)
 12015 LEE JACKSON HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President 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 | 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.

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.

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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.