## MANTECH INTERNATIONAL CORP

Form 5

February 14, 2003

SEC Form 5

## **OMB APPROVAL** FORM 5 **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** [ ] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. . . . . 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [ ] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [ ] Form 4 Transactions Reported Name and Address of Reporting Person\* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Hineman, R. Evans and Ticker or Trading Symbol Month/Year (Check all applicable) ManTech International 12/31/2002 (Last) (First) Corporation ( Director \_ 10% Owner (Middle) X Officer (give title below) \_ Other 12015 Lee Jackson Highway (specify below) 3. I.R.S. Identification 5. If Amendment, Number of Reporting (Street) Date of Original **Executive Vice** Description Person, if an entity Fairfax, VA 22033-3300 (Month/Year) President and Chief Science & (voluntary) Technology Officer (City) (State) (Zip) 7. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2.Transaction 2A. Deemed 4. Securities 5. Amount of 6. Owner-7. Nature of Execution Date, if Transaction Acquired (A) or (Instr. 3) Date Securities ship Indirect (Month/Day/Year) Code Disposed Of (D) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) Issuer's Fiscal Indirect (Instr. 4) (Instr. 3 and (Instr. 4) Amount A/D Price Class A Common D //\$ 1,000 Stock Class A Common //\$ 107(1) By ESOP Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date	7. Title and	8. Price	9. Number of	10.
Derivative	sion or	Transaction	Deemed	Transaction	of	Exercisable(DE)	Amount of	of	Derivative	Owner
Security	Exercise	Date	Execution		Derivative	and	Underlying	Derivative	Securities	ship

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(Instr. 3)	Price of Deri- vative Security	(Month/ Day/ Year)	Date, if any (Month/ Day/ Year)	Code (Instr.8)	Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  A or D	Expiration Date(ED) (Month/Day/Year)	Securities (Instr. 3 and 4)  Title / Amount or Number of Shares	Security (Instr.5)	Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)	Securit
						DE / ED				
Incentive Stock Option (right to buy)	\$					02/07/2003(2) / 02/05/2012	Class A Common Stock / 18,750	\$16.00	18,750	D
Non-Qualified Stock Option (right to buy)	\$					02/07/2003(2) / 02/05/2012	Class A Common Stock / 31,250	\$16.00	31,250	D

## **Explanation of Responses:**

- (1) Restricted stock grant pursuant to the ManTech International Corporation Employee Stock Ownership Plan.
- (2) One-Third of the total grant vested on 02/07/2003, another one-third will vest on 02/07/2004 and the final one-third will vest on 02/07/2005.

 By:
 Date:

 /s/ R. Evans Hineman
 02/14/2003

R. Evans Hineman

\*\* Signature of Reporting Person

SEC 2270 (09-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).