

MANTECH INTERNATIONAL CORP
 Form 3
 August 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * FITZGERALD JOHN J (Last) (First) (Middle) 12015 LEE JACKSON HIGHWAY (Street) FAIRFAX, VA 22033 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/31/2006 | 3. Issuer Name and Ticker or Trading Symbol MANTECH INTERNATIONAL CORP [MANT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Principal Accounting Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Class A Common Stock | 122 | I ⁽¹⁾ | By the ManTech International Employee Stock Ownership Plan. |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 04/18/2014 | Class A Common Stock | 5,000 | \$ 22.19 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 11/07/2014 | Class A Common Stock | 6,666 | \$ 22.5 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 03/14/2015 | Class A Common Stock | 3,333 | \$ 23.95 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 03/06/2011 | Class A Common Stock | 5,000 | \$ 30.07 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZGERALD JOHN J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033 | Â | Â | Â Principal Accounting Officer | Â |

Signatures

/s/ Michael R. Putnam, by Power of Attorney 08/08/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Restricted stock grant pursuant to the ManTech International Employee Stock Ownership Plan.
- (2) Pursuant to this option, 15,000 shares were granted on April 19, 2004. Two-thirds of the grant have vested and been exercised. The remaining 5,000 shares will vest on April 19, 2007.
- (3) Pursuant to this option, 10,000 shares were granted on November 8, 2004. One-third of the grant has vested and has been exercised. The remaining 6,666 shares will vest in equal annual installments on November 8, 2006 and November 8, 2007.
- (4) Pursuant to this option, 5,000 shares were granted on March 15, 2005. One-third of the grant has vested and has been exercised. The remaining 3,333 shares will vest in equal annual installments on March 15, 2007 and March 15, 2008.
- (5) The option vests in three equal annual installments, beginning on March 7, 2007.

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.