

MANTECH INTERNATIONAL CORP  
 Form 4  
 November 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 \*  
**RENZI EUGENE C**  
  
 (Last) (First) (Middle)  
**12015 LEE JACKSON HIGHWAY**  
 (Street)  
**FAIRFAX, VA 22033-3300**  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MANTECH INTERNATIONAL CORP [MANT]**  
  
 3. Date of Earliest Transaction (Month/Day/Year)  
**11/15/2006**  
  
 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Executive Vice President**  
  
 6. 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 (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	11/15/2006		M		16,666	A	\$ 15.66
Class A Common Stock	11/15/2006		S		16,666	D	\$ 35.55
Class A Common Stock	11/15/2006		M		13,333	A	\$ 20.97
Class A Common	11/15/2006		S		13,333	D	\$ 35.55

Stock

Class A Common Stock	838	I	By the ManTech Employee Stock Option Plan
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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 15.66	11/15/2006		M	16,666	<u>(1)</u> 09/13/2014	Class A Common Stock	16,666	
Employee Stock Option (right to buy)	\$ 20.97	11/15/2006		M	13,333	<u>(2)</u> 08/15/2013	Class A Common Stock	13,333	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENZI EUGENE C 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033-3300			Executive Vice President	

## Signatures

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

11/17/2006

\_\_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 9/13/04, with one-third of the total grant vesting on 9/13/05, one-third vesting on 9/13/06, and the remaining one-third vesting on 9/13/07.
  - (2) 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.  
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