STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

#### MANTECH INTERNATIONAL CORP

Form 4

November 20, 2006

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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securities Exchanges from 5 Filed pursuant to Section 16(a) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(b) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant to Section 16(c) of the Securities Exchanges from 5 Filed pursuant fro

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Farquhar Kenneth J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MANTECH INTERNATIONAL CORP [MANT]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify			
12015 LEE JACKSON HIGHWAY			11/17/2006	below) below) President business unit			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
FAIRFAX, V	/A 22033		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Citv)	(State)	(Zip)	Table I. New Device Council on A.				

(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. Transactio Code (Instr. 8)	ies Acquired sposed of (D) 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	11/17/2006		M	15,000	A	\$ 16	15,000	D	
Class A Common Stock	11/17/2006		S	15,000	D	\$ 36.07	0	D	
Class A Common Stock	11/17/2006		M	5,000	A	\$ 20.97	5,000	D	
Class A Common	11/17/2006		S	5,000	D	\$ 36.07	0	D	

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Stock										
Class A Common Stock	11/17/2006			M	13,333	A	\$ 19.82	13,333	D	
Class A Common Stock	11/17/2006			S	13,333	D	\$ 36.07	0	D	
Class A Common Stock								676	I	By the ManTech Employee Stock Option Plan
Reminder: Rep	oort on a separate l	ine for each	n class of secu	urities bene	ficially ow	ned di	rectly or i	ndirectly.		
				inforn requir	ollection of form are not e form 3 control	SEC 1474 (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 onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16	11/17/2006		M		15,000	<u>(1)</u>	02/05/2012	Class A Common Stock	15,000
Employee Stock Option (right to buy)	\$ 20.97	11/17/2006		M		5,000	(2)	08/14/2013	Class A Common Stock	5,000
Employee Stock Option (right to	\$ 19.82	11/17/2006		M		13,333	(3)	10/24/2014	Class A Common Stock	13,333

buy)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Farquhar Kenneth J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033

President business unit

#### **Signatures**

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

11/20/2006

\*\*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 2/6/2002, with one-third of the total grant vesting on 2/6/2003, one-third vesting on 2/6/2004, and the remaining one-third vesting on 2/6/2005.
- (2) The options were granted on 8/15/2003, with one-third of the total grant vesting on 8/15/2004, one-third vesting on 8/15/2005, and the remaining one-third vesting on 8/15/2006.
- (3) The options were granted on 10/25/2004, with one third of the total grant vesting on 10/25/2005, one-third vesting on 10/25/2006, and the remaining one-third vesting on 10/25/2007.

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.

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