

Coleman Robert A
 Form 4
 July 17, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Coleman Robert A

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

12015 LEE JACKSON HIGHWAY

07/16/2007

President & COO

(Street)

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

FAIRFAX, VA 22033

(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	07/16/2007		M		10,000	D	\$ 15.56 25,000
Class A Common Stock	07/16/2007		S ⁽¹⁾		1,754	D	\$ 31.3 23,246
Class A Common Stock	07/16/2007		S		289	D	\$ 31.28 22,957
Class A Common	07/16/2007		S		608	D	\$ 31.29 22,349

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Stock							
Class A Common Stock	07/16/2007	S	400	D	\$ 31.27	21,949	D
Class A Common Stock	07/16/2007	S	568	D	\$ 31.23	21,381	D
Class A Common Stock	07/16/2007	S	1,100	D	\$ 31.31	20,281	D
Class A Common Stock	07/16/2007	S	700	D	\$ 31.32	19,581	D
Class A Common Stock	07/16/2007	S	589	D	\$ 31.33	18,992	D
Class A Common Stock	07/16/2007	S	200	D	\$ 31.37	18,792	D
Class A Common Stock	07/16/2007	S	300	D	\$ 31.34	18,492	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.36	18,092	D
Class A Common Stock	07/16/2007	S	1,411	D	\$ 31.35	16,681	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.39	16,281	D
Class A Common Stock	07/16/2007	S	600	D	\$ 31.42	15,681	D
Class A Common Stock	07/16/2007	S	200	D	\$ 31.43	15,481	D
Class A Common Stock	07/16/2007	S	100	D	\$ 31.66	15,381	D
Class A Common Stock	07/16/2007	S	381	D	\$ 31.65	15,000	D

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Class A Common Stock	07/16/2007	M	13,333	A	\$ 19.34	28,333	D
Class A Common Stock	07/16/2007	S ⁽¹⁾	1,919	D	\$ 31.65	26,414	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.98	26,014	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.99	25,614	D
Class A Common Stock	07/16/2007	S	2,800	D	\$ 31.96	22,814	D
Class A Common Stock	07/16/2007	S	7,814	D	\$ 31.95	15,000	D

Class A Common Stock						246	I	By the ManTech Employee Stock Ownership 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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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 15.56	07/16/2007		M	10,000	<u>(2)</u>	09/10/2014	Class A Common	10,000

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Option (right to buy)									Stock
Employee Stock Option (right to buy)	\$ 19.34	07/16/2007		M	13,333	(3)	06/23/2014	Class A Common Stock	13,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coleman Robert A 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033	X		President & COO	

Signatures

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

07/17/2007

__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 sales reported on the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 15, 2007.
- (2) The options were granted on September 10, 2004, with one-third of the total grant vesting on September 10, 2005, one-third of the grant vesting on September 10, 2006 and the remaining one-third vesting on September 10, 2007.
- (3) The options were granted on June 23, 2004, with one-third of the total grant vesting on June 23, 2005, one-third of the grant vesting on June 23, 2006, and the remaining one-third vesting on June 23, 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.