

MANTECH INTERNATIONAL CORP

Form 4

November 20, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dorland Gary 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)
12015 LEE JACKSON HIGHWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President Div./Business unit

FAIRFAX, VA 22033

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	11/20/2006		M		1,667	A	\$ 20.97
Class A Common Stock	11/20/2006		S		1,667	D	\$ 35.87
Class A Common Stock	11/20/2006		M		6,666	A	\$ 22.5
Class A Common	11/20/2006		S		6,666	D	\$ 35.87

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Stock

Class A Common Stock	11/20/2006	M	1,667	A	\$ 23.95	1,667	D
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Class A Common Stock	11/20/2006	S	1,667	D	\$ 35.87	0	D
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Class A Common Stock						214	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		8. D S (1	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.97	11/20/2006		M		1,667		<u>(1)</u>	08/15/2013	Class A Common Stock	1,667
Employee Stock Option (right to buy)	\$ 22.5	11/20/2006		M		6,666		<u>(2)</u>	11/08/2014	Class A Common Stock	6,666
Employee Stock	\$ 23.95	11/20/2006		M		1,667		<u>(3)</u>	03/15/2015	Class A Common	1,667

Option
(right to
buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dorland Gary A 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033			President Div./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 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.
- (2) The options were granted on 11/8/04, with one-third of the total grant vesting on 11/8/05, one-third vesting on 11/8/06, and the remaining one-third vesting on 11/8/07.
- (3) The options were granted on 3/15/05, with one-third of the total grant vesting on 3/15/06, one-third vesting on 3/16/07, and the remaining one-third vesting on 3/16/08.

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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