

MANTECH INTERNATIONAL CORP
 Form 3
 September 01, 2005

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Phillips Kevin M | | (Month/Day/Year) | MANTECH INTERNATIONAL CORP [MANT] | |
| (Last) | (First) | (Middle) | 08/26/2005 | |
| 12015 LEE JACKSON HIGHWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FAIRFAX, VA | VA | 22033 | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President - CFO | |

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 | 94 ⁽¹⁾ | I | By the ManTech International Corporation Employee Stock Ownership Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|-------------------------|----------------------------|------------------------------|--|---|
| Employee Stock Option (right to buy) | Â (2) | 08/14/2013 | Class A Common Stock | 15,000 | \$ 20.97 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 10/24/2014 | Class A Common Stock | 25,000 | \$ 19.82 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 11/07/2014 | Class A Common Stock | 10,000 | \$ 22.5 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 03/14/2015 | Class A Common Stock | 10,000 | \$ 23.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Phillips Kevin M 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033 | Â | Â | Â Vice President - CFO | Â |

Signatures

Michael R. Putnam, by Power of Attorney
Date: 09/01/2005

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 Corporation Employee Stock Ownership Plan
- (2) The option vests in three equal annual installments, beginning on August 15, 2004 (the first anniversary of the date of the grant).
- (3) The option vests in three equal annual installments, beginning on October 25, 2005 (the first anniversary of the date of the grant).
- (4) The option vests in three equal annual installments, beginning on November 8, 2005 (the first anniversary of the date of the grant).
- (5) The option vests in three equal annual installments, beginning on March 15, 2006 (the first anniversary of the date of the grant).

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.