

PEDERSEN GEORGE J  
Form 4  
November 29, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PEDERSEN GEORGE J**

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)  
**11/27/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board & CEO**

**FAIRFAX, VA 22033-3300**

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

(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            | 11/27/2006                           |  | C                              |   | 30,400  | A  | Ⓛ   |
| Class A Common Stock            | 11/27/2006                           |  | G                              | V   | 16,100  | D  | \$ 0  |
| Class A Common Stock            | 11/27/2006                           |  | S                              |   | 7,150   | D  | \$ 35.39  |
| Class A Common                  | 11/28/2006                           |  | S                              |   | 7,150   | D  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 35.62   |

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. P... Der... Sec... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   |  |   |                               |                            |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |                               |                            |
| Class B Common Stock                       | <u>(1)</u>   | 11/27/2006                           |  | C                              | 30,400  | <u>(1)</u>   | <u>(1)</u>  | Class A Common Stock          | 30,400                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| PEDERSEN GEORGE J<br>12015 LEE JACKSON HIGHWAY<br>FAIRFAX, VA 22033-3300 | X             |           | Chairman of the Board & CEO |       |

## Signatures

/s/ Michael R. Putnam, by Power of Attorney  
 11/29/2006  
 \*\*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 Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. On November 27, 2006, Mr. Pedersen converted 30,400 shares of his Class B Common Stock for 30,400 shares of Class A Common Stock.
- (2) 14,356,912 shares of Class B Common Stock are held in the name of George J. Pedersen; 609,296 shares of Class B Common Stock are owned by the ManTech Supplemental Executive Retirement Plan for the benefit of Mr. Pedersen; 65,267 shares of Class B Common Stock are held by the ManTech Special Assistance Fund, Inc., a fund over which Mr. Pedersen has voting and investment control and as to which Mr. Pedersen disclaims beneficial ownership; and 1,168 shares of Class B Common Stock are held by Mr. Pedersen's spouse.

**Remarks:**

Exhibit List:

Exhibit 24: Power of Attorney

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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