**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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### 1. Name and Address of Reporting Person

**FATZINGER WALTER R JR**

(Last) (First) (Middle)

12015 LEE JACKSON HIGHWAY

(Full Street Address)

FAIRFAX VA 20120

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### 2. Issuer Name and Ticker or Trading Symbol

**MANTECH INTERNATIONAL CORP [MANT]**

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

06/06/2006

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### 5. Relationship of Reporting Person(s) to Issuer

X Director

Officer (give title below)

Other (specify below)

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### 6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>5,000</td>
<td>0</td>
</tr>
</tbody>
</table>

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**Employee Stock Option (right to buy)**

$32.25

06/06/2006

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**Explanation of Responses:**

1. The option vests in three equal annual installments, beginning on June 6, 2007.

/s/ Michael R. Putnam, by **Power of Attorney** 06/07/2006

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.