

MANTECH INTERNATIONAL CORP

Form 5

February 14, 2003

SEC Form 5

FORM 5 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). <input type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940	OMB APPROVAL <hr/> OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . 1.0	
1. Name and Address of Reporting Person* Kerr, Richard J. <div style="display: flex; justify-content: space-between;"> (Last) (First) </div> <div style="display: flex; justify-content: space-between;"> (Middle) </div> 12015 Lee Jackson Highway <div style="display: flex; justify-content: space-between;"> (Street) </div> Fairfax, VA 22033-3300 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol ManTech International Corporation (<hr/> 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 12/31/2002 <hr/> 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description <hr/> 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount / A/D / Price			
				/ / \$			

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. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/	4. Transac- tion Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s)	10. Owner- ship Form of Deri- vative Securiti Direct (

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			Year)		Of (D) (Instr. 3, 4 and 5)				(Instr.4)	or Indirect (Instr.4)
					A or D	DE / ED	Title / Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	\$					02/07/2003(1) / 02/05/2012	Class A Common Stock / 7,000	\$16.00	7,000	D

Explanation of Responses:

(1) One-Third of the total grant vested on 02/07/2003, another one-third will vest on 02/07/2004 and the final one-third will vest on 02/07/2005.

By:

/s/ Richard J. Kerr

Richard J. Kerr

** Signature of Reporting Person

Date:

02/14/2003

SEC 2270 (09-02)

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.