MANTECH INTERNATIONAL CORP

Form 5

February 14, 2003

SEC Form 5

OMB APPROVAL FORM 5 **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** [] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [] Form 4 Transactions Reported Name and Address of Reporting Person* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Fatzinger Jr., Walter R. and Ticker or Trading Symbol Month/Year (Check all applicable) ManTech International 12/31/2002 (First) (Last) Corporation (X Director _ 10% Owner (Middle) Officer (give title below) _ Other 12015 Lee Jackson Highway (specify below) 3. I.R.S. Identification 5. If Amendment, Number of Reporting (Street) Date of Original Description Person, if an entity Fairfax, VA 22033-3300 (Month/Year) (voluntary) 7. Individual or Joint/Group (City) (State) (Zip) Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2.Transaction 2A. Deemed 4. Securities 6. Owner-7. Nature of Amount of Execution Date, if Transaction (Instr. 3) Date Acquired (A) or Securities ship Indirect (Month/Day/Year) any Code Disposed Of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) Issuer's Fiscal Indirect (Instr. 4) Year (Instr. 3 and (Instr. 4) Amount A/D Price By Fidelity Brokerage Class A Common //\$ 2,225 I Services LLC for Stock Helen C. **Fatzinger**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
	2. Conver-	-	3A.	1					9. Number of	10.
Derivative Security	sion or Exercise	Transaction Date	F	Transaction Code		Exercisable(DE) and	Amount of Underlying	ot Derivative	Derivative Securities	Owner- ship
(Instr. 3)	Price of		Date, if		Securities	Expiration	Securities	Security	Beneficially	Form of

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	Deri- vative Security	(Month/ Day/ Year)	any (Month/ Day/ Year)	(Instr.8)	Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	Date(ED) (Month/Day/Year)	(Instr. 3 and 4)	(Instr.5)	Owned at End of Year Reported Transaction(s) (Instr.4)	Securitie
					A or	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: Date:

/s/ Walter R. Fatzinger, Jr.

02/14/2003

Walter R. Fatzinger, Jr.

** Signature of Reporting Person

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.