Phillips Kevin M Form 4 March 15, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

(
Phillips Kevin M Si			Symbol MANT	Issuer ECH INTERNATIONAL	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
			3. Date o (Month/I 03/15/2	O11	X_ Officer (give title Other (specify								
				nth/Day/Year) Applicable Line) _X_ Form filed by One Repo	_X_ Form filed by One Reporting Person								
FAIRFAX, VA 22033				Person	Form filed by More than One Reporting Person								
(City)	(State)	(Zip)	Tab	e I - Non-Derivative Securities Acquired, Disposed of, or Bei	eficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. 4. Securities Acquired 5. Amount of 6. Transactior(A) or Disposed of (D) Securities Owners Code (Instr. 3, 4 and 5) Beneficially Form: (Instr. 8) Owned Direct (Instr. 4) (A) Following or Indirect Code (Instr. 4) (A) Or Transaction(s) (Instr. 4) (Code V Amount (D) Price	Beneficial O) Ownership ect (Instr. 4)								
Class A Common Stock	03/15/2011			F 1,073 D \$ 12,527 D									
Class A				390 (1) I	By the ManTech Employee								

390 (1)

Ι

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

Stock

Ownership Plan

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 41.45	03/15/2011		A	30,000	<u>(2)</u>	03/15/2016	Class A Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Phillips Kevin M

12015 LEE JACKSON HIGHWAY

FAIRFAX, VA 22033

Executive Vice President & CFO

Signatures

/s/ Michael R. Putnam, by power of attorney

03/15/2011

**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) Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.
- (2) The options were granted on March 15, 2011, with one-third of the total grant vesting on March 15, 2012, one-third of the total grant vesting on March 15, 2013, and the remaining one-third vesting on March 15, 2014.

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.

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