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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/17/2004</td>
<td>M</td>
<td>6,666</td>
<td>A</td>
<td>$16</td>
<td>D</td>
<td>I</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/17/2004</td>
<td>S</td>
<td>6,666</td>
<td>D</td>
<td>$25.13</td>
<td>0</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/17/2004</td>
<td>M</td>
<td>1,667</td>
<td>A</td>
<td>$20.97</td>
<td>1,667</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/17/2004</td>
<td>S</td>
<td>1,667</td>
<td>D</td>
<td>$25.13</td>
<td>0</td>
<td>D</td>
</tr>
</tbody>
</table>

Class A Common Stock

170(1) I

By the
ManTech
International
Corporation
Employee
Stock
Ownership
Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$16</td>
<td>11/17/2004</td>
<td>M</td>
<td>6,666</td>
<td>(2) 02/05/2012</td>
<td>Class A Common Stock</td>
<td>6,666</td>
<td>$0</td>
<td>3,334</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$20.97</td>
<td>11/17/2004</td>
<td>M</td>
<td>1,667</td>
<td>(3) 08/14/2013</td>
<td>Class A Common Stock</td>
<td>1,667</td>
<td>$0</td>
<td>3,333</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Restricted stock grant pursuant to the ManTech International Corporation Employee Stock Ownership Plan
2. The option vests in three equal annual installments, beginning on February 6, 2003 (the 1st anniversary date of the date of grant).
3. The option vests in three equal annual installments, beginning on August 15, 2004 (the 1st anniversary date of the date of grant).
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.