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

1. Name and Address of Reporting Person
ADAGE CAPITAL PARTNERS GP LLC
202 CLARENDON STREET
52ND FLOOR
BOSTON MA 02116

2. Issuer Name and Ticker or Trading Symbol
MANTECH INTERNATIONAL CORP [MANT]

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2005

4. If Amendment, Date of Original Filed (Month/Day/Year)
05/06/2005

5. Relationship of Reporting Person(s) to Issuer

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
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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

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. 5)</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>Common Stock</td>
<td>05/05/2005</td>
<td></td>
<td>S</td>
<td>50,000 D</td>
<td>1,734,200 I</td>
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Explaination of Responses:
1. The shares of Common Stock to which this note relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership.
2. Adage Capital Partners GP, L.L.C. a Delaware limited liability company serves as the general partner of Adage Capital Partners, L.P. and as such has investment discretion over the portfolio securities beneficially owned by the Fund.

Remarks:
This Amendment is filed to indicate that the transaction reported is a sale and not a purchase and that Adage Capital Partners, L.P. no longer owns 10% of the Issuer's outstanding common stock and therefore is not subject to Section 16 with respect to the Issuer's securities.

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.