**Form 5**

**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 or Section 30(h) of the Investment Company Act of 1940

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

<table>
<thead>
<tr>
<th>Class</th>
<th>Title of Security</th>
<th>Amount (A) or Disposed Of (D)</th>
<th>Price</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>1,168</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Class</th>
<th>Title of Derivative Security</th>
<th>Amount or Number of Shares</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>14,387,312</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>
| Class B Common Stock | 609,296 | 1 | By the ManTech Supplemental Executive Retirement Plan(1)
| Class B Common Stock | 77,517 | 1 | By the ManTech Special Assistance Fund, Inc.(2)
| Class B Common Stock | 1,168 | 1 | By Marilyn A. Pedersen(3) | | | | |

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**Explanation of Responses:**

1. None
2. 1-for-1 Conversion to Class A Common Stock
3. Presently
4. There is no expiration date on exercisability.
5. 609,296 shares held by the ManTech Supplemental Executive Retirement Plan for the benefit of Mr. Pedersen, a plan over which the Reporting Person has voting and investment control.
6. 77,517 shares held by the ManTech Special Assistance Fund, Inc., a fund over which the Reporting Person has voting and investment control.
7. 1,168 shares held by Marilyn A. Pedersen, the Reporting Person’s wife, and as to which shares, the Reporting Person disclaims beneficial ownership.

/s/ George J. Pedersen 02/17/2004

**Signature of Reporting Person** **Date**

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.

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