**United States Securities and Exchange Commission**

**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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**1. Name and Address of Reporting Person**

GOLDEN MICHAEL D  
C/O MANTECH INTERNATIONAL CORPORATION  
12015 LEE JACKSON HIGHWAY  
FAIRFAX VA 22033

**2. Issuer Name and Ticker or Trading Symbol**

MANTECH INTERNATIONAL CORP [MANT]

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

08/15/2003

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

08/19/2003

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

<table>
<thead>
<tr>
<th>1. Title of Security</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>08/15/2003</td>
<td></td>
<td>S</td>
<td>500 (1)</td>
<td>32,453 (2)</td>
<td>D</td>
<td>Direct</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/15/2003</td>
<td></td>
<td>S</td>
<td>200 (1)</td>
<td>32,453 (2)</td>
<td>D</td>
<td>Direct</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/18/2003</td>
<td></td>
<td>S</td>
<td>300 (1)</td>
<td>32,453 (2)</td>
<td>D</td>
<td>Direct</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/18/2003</td>
<td></td>
<td>S</td>
<td>500 (1)</td>
<td>32,653 (2)</td>
<td>D</td>
<td>Direct</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/18/2003</td>
<td></td>
<td>S</td>
<td>200 (1)</td>
<td>32,653 (2)</td>
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<td>Direct</td>
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<td>S</td>
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<td>32,453 (2)</td>
<td>D</td>
<td>Direct</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/19/2003</td>
<td></td>
<td>S</td>
<td>1,500 (1)</td>
<td>30,253 (2)</td>
<td>D</td>
<td>Direct</td>
</tr>
</tbody>
</table>

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

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

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**Explanation of Responses:**

1. The Reporting Person sold 500 shares at $23.10, not 600 as previously reported in error.
2. The Amount of Securities Beneficially Owned after Reported Transaction had to be adjusted to account for incorrect reporting of shares sold at $23.10. As of September 10, 2003, the Reporting Person holds 23,653 shares of MANT Class A Common Stock.

/\ Michael D. Golden 09/10/2003  
* 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.

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.