**Form 5**

**UNIVERSAL 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[ ] Form 3 Holdings Reported

[ ] Form 4 Transactions Reported

1. Name and Address of Reporting Person

   Pedersen, George J.

   12015 Lee Jackson Highway

   Fairfax, VA 22033-3300

2. Issuer Name and Ticker or Trading Symbol

   ManTech International Corporation (MNTC)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year

   12/31/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

   [ X ] Director

   [ X ] 10% Owner

   [ X ] Officer (give title below)

   [ ] Other (specify below)

   Description: Chairman of the Board, Chief Executive Officer and President

7. Individual or Joint/Group Filing (Check Applicable Line)

   [ X ] Form filed by One Reporting Person

   [ ] Form filed by More than One Reporting Person

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**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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)</th>
<th>6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)</th>
<th>7. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<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>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(DE) and Expiration Date(ED) (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr.5)</th>
<th>9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr.4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>$</td>
<td>Presently / None</td>
<td>Class A Common Stock / 1,168</td>
<td>1-for-1 Conversion 14,387,312</td>
<td>D</td>
<td>4</td>
<td>c</td>
<td>Class B Common Stock / 1,168</td>
<td>1-for-1 Conversion 1,168</td>
<td>I</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>$</td>
<td>Presently / None</td>
<td>Class A Common Stock / 609,296</td>
<td>1-for-1 Conversion 609,296</td>
<td>I (a)</td>
<td>3</td>
<td>a</td>
<td>Class B Common Stock / 1,168</td>
<td>1-for-1 Conversion 609,296</td>
<td>I (a)</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>$</td>
<td>Presently / None</td>
<td>Class A Common Stock / 77,517</td>
<td>1-for-1 Conversion 77,517</td>
<td>I (b)</td>
<td>2</td>
<td>b</td>
<td>Class B Common Stock / 1,168</td>
<td>1-for-1 Conversion 77,517</td>
<td>I (b)</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>$</td>
<td>Presently / None</td>
<td>Class A Common Stock / 1,168</td>
<td>1-for-1 Conversion 1,168</td>
<td>I (c)</td>
<td>1</td>
<td>c</td>
<td>Class B Common Stock / 1,168</td>
<td>1-for-1 Conversion 1,168</td>
<td>I (c)</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>$</td>
<td>Presently / None</td>
<td>Class A Common Stock / 555,711</td>
<td>1-for-1 Conversion</td>
<td>555,711</td>
<td>I</td>
<td>(d)</td>
<td></td>
<td></td>
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</tr>
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</tbody>
</table>

**Explanation of Responses:**

(a) 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.
(b) 77,517 shares held by the ManTech Special Assistance Fund, Inc., a fund over which the Reporting Person has voting and investment control.
(c) 1,168 shares held by Marilyn A. Pedersen, the Reporting Person's wife, and as to which shares, the Reporting Person disclaims beneficial ownership.
(d) 555,711 shares held by the Pedersen Family Trust #1 u/a dated April 24, 1994, a trust over which the Reporting Person has no voting or investment control.

By: /s/ George J. Pedersen  
George J. Pedersen  
** Signature of Reporting Person  
02/14/2003  
Date:  
SEC 2270 (09-02)

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.  
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.