1. Name and Address of Reporting Person* 
 FATZINGER WALTER R JR 
 (Last) (First) (Middle) 
 12015 LEE JACKSON HIGHWAY 
 (Street) 
 FAIRFAX VA 22033-3300 
 (City) (State) (Zip) 

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

3. Date of Earliest Transaction (Month/Day/Year) 
 03/12/2004 

4. If Amendment, Date of Original Filed 

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 
 X Director 
 10% Owner 
 Officer (give title below) 
 Other (specify below) 

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>3A. 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>03/12/2004</td>
<td>P</td>
<td></td>
<td>700 A</td>
<td>$18.84</td>
<td>700</td>
<td>I</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>By Fidelity Brokerage Services LLC(1)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/12/2004</td>
<td>P</td>
<td></td>
<td>300 A</td>
<td>$18.83</td>
<td>2,300</td>
<td>I</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>By Fidelity Brokerage Services LLC(2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,225</td>
<td>I</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>By Fidelity Brokerage Services LLC(3)</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>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>Non-Qualified Stock Option (right to buy)</td>
<td>$20.97</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>08/15/2004(4)</td>
<td>Class A Common Stock 5,000</td>
<td>5,000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>08/14/2013</td>
<td>Class A Common Stock 5,000</td>
<td>5,000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Non-Qualified Stock Option (right to buy)</td>
<td>$16</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>02/06/2003(5)</td>
<td>Class A Common Stock 7,000</td>
<td>7,000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>02/05/2012</td>
<td>Class A Common Stock 7,000</td>
<td>7,000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. On account of the Simplified Employee Pension (SEP) IRA for the benefit of Walter R. Fatzinger, Jr.
2. On account of Walter R. Fatzinger, Jr.
3. On account of Helen C. Fatzinger

4. This non-qualified stock option was granted on 8/15/03 with one-third of the total grant vesting on each of the first three anniversaries of the grant date.
5. This non-qualified stock option was granted on 2/6/02 with one-third of the total grant vesting on each of the first three anniversaries of the grant date.

/s/ Walter R. Fatzinger, Jr.  03/15/2004
** 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.

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.