STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person*  
Kelley Jay W  
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)  
03/15/2005

4. If Amendment, Date of Original Filed  

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by One Reporting Person  

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

<table>
<thead>
<tr>
<th>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>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>Employee Stock Option (right to buy)</td>
<td>$23.95</td>
<td>03/15/2005</td>
<td>A</td>
<td>18,000</td>
<td>(1) 03/14/2015</td>
<td>Class A Common Stock</td>
<td>18,000</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The option vests in three equal annual installments, beginning on March 15, 2006

Michael R. Putnam by Power of Attorney  
03/17/2005

** 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.