**Statement of Changes in Beneficial Ownership**

1. Name and Address of Reporting Person:
   **Ryan Terry M**
   12015 LEE JACKSON MEMORIAL HIGHWAY
   FAIRFAX VA 22033

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

3. Date of Earliest Transaction (Month/Day/Year):
   03/15/2011

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

5. Relationship of Reporting Person(s) to Issuer:
   - Director
   - 10% Owner
   - Officer (give title and explain)
     - Other (specify below)
   - Business Group President

6. Individual or Joint/Group Filing (Check Applicable Line):
   - 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>Title of Security</th>
<th>Date of Earliest Transaction</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount</th>
<th>Ownership</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Class A Common Stock</strong></td>
<td>03/15/2011</td>
<td>(Instr. 3)</td>
<td>(Instr. 8)</td>
<td>(A) or (D)</td>
<td>Code V</td>
<td>Amount</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>38(1)</td>
<td>I</td>
</tr>
</tbody>
</table>

---

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price</th>
<th>Date of Earliest Transaction</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Underlying Derivative Security</th>
<th>Date Exercisable</th>
<th>Title of Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$41.45</td>
<td>03/15/2011</td>
<td>(Instr. 8)</td>
<td>(Instr. 3, 4 and 5)</td>
<td>Class A Common Stock</td>
<td>$25,000</td>
<td>03/15/2016</td>
<td>25,000</td>
</tr>
</tbody>
</table>

---

**Explanation of Responses:**

1. Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.
2. The options were granted on March 15, 2011, with one-third of the total grant vesting on March 15, 2012, one-third of the total grant vesting on March 15, 2013, and the remaining one-third vesting on March 15, 2014.

**Signature of Reporting Person**

/s/ Michael R. Putnam, by power of attorney

Date: 03/15/2011

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.