1. **Name and Address of Reporting Person**
   
   **Kelley Jay W**
   
   (Last) (First) (Middle)
   
   12015 LEE JACKSON HIGHWAY
   
   FAIRFAX VA 22033

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

3. **Date of Earliest Transaction**
   
   10/25/2004

4. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   
   10% Owner
   
   Officer (give title below)
   
   President business unit

- **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>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>Employee Stock Option (right to buy)</td>
<td>10/25/2004</td>
<td>$19.82</td>
<td>25,000</td>
<td>10/24/2014</td>
<td>Class A Common Stock</td>
<td>25,000</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The option vests in three equal annual installments, beginning on October 25, 2005 (the 1st anniversary date of the date of grant).

*Michael R. Putnam by Power of Attorney*

**Signature of Reporting Person**

Date 10/27/2004

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.


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.