FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   SPOEHEL RONALD R
   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)
   10/25/2004

4. Relationship of Reporting Person(s) to Issuer
   Director
   Executive VP and CFO

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

1. Title of Security (Instr. 3)
2. Transaction Date (Month/Day/Year)
3. Deemed Execution Date, if any (Month/Day/Year)
4. Transaction Code (Instr. 8)
5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
8. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
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<td>(A) or (D)</td>
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Employee Stock Option (right to buy)
$19.82 10/25/2004 A 15,000 (i) 10/24/2014 Class A Common Stock 15,000 $0 15,000 D

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
10/27/2004
** 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.

Securities and Exchange Commission Washington, D.C. 20549