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
   FATZINGER WALTER R JR
   [ ] Class A Common Stock
   12015 LEE JACKSON HIGHWAY
   FAIRFAX VA 20120

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

3. Date of Earliest Transaction (Month/Day/Year)
   06/10/2010

4. If Amendment, Date of Original Filed (Month/Day/Year)
   05/13/2010

5. Relationship of Reporting Person(s) to Issuer
   X Director
   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>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed to be acquiring indirect (I) or disposing of (D) beneficial ownership (Instr. 4)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>06/10/2010</td>
<td>A</td>
<td>2,000</td>
<td>$0</td>
<td>2,800</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed to be acquiring indirect (I) or disposing of (D) beneficial ownership (Instr. 4)</th>
<th>Transaction Code (Instr. 5)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2,225(2)</td>
<td>I</td>
<td>By Wife</td>
<td>2,225(2)</td>
<td>2,225(2)</td>
<td>By Wife</td>
<td>By Wife</td>
<td>By Wife</td>
<td>By Wife</td>
<td>By Wife</td>
<td>By Wife</td>
<td>By Wife</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. 800 of these shares were omitted from the reporting person's original Form 4.
2. Indirect holdings were omitted from the reporting person's original Form 4. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

/s/ Michael R. Putnam by power of attorney 03/02/2011
** 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.