**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**
   - Coleman Robert A
     - (Last)
     - (First)
     - (Middle)
     - 12015 LEE JACKSON HIGHWAY
     - FAIRFAX, VA 22033

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

3. **Date of Earliest Transaction**
   - 06/23/2004

4. **If Amendment, Date of Original Filed**
   - 06/23/2004

5. **Relationship of Reporting Person(s) to Issuer**
   - X Officer (give title below)
   - President div./business unit

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>1. 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>
</tr>
</thead>
<tbody>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$19.34</td>
<td>06/23/2004</td>
<td>A</td>
<td>100,000</td>
<td>100,000</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**


**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.

**Signature of Reporting Person**

Michael R. Putnam, by Power of Attorney

06/23/2004

**Date**