

Hynes John P  
 Form 4  
 November 19, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hynes John P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 12015 LEE JACKSON HIGHWAY  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/17/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President business unit

FAIRFAX, VA 22033

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	11/17/2004		M		6,666	A	\$ 16
					6,666		
Class A Common Stock	11/17/2004		S		6,666	D	\$ 25.13
					0		
Class A Common Stock	11/17/2004		M		1,667	A	\$ 20.97
					1,667		
Class A Common	11/17/2004		S		1,667	D	\$ 25.13
					0		

Stock

Class A Common Stock	170 <sup>(1)</sup>	I	By the ManTech International Corporation Employee Stock Ownership Plan
----------------------------	--------------------	---	---

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16	11/17/2004		M	6,666	<u>(2)</u> 02/05/2012	Class A Common Stock	6,666
Employee Stock Option (right to buy)	\$ 20.97	11/17/2004		M	1,667	<u>(3)</u> 08/14/2013	Class A Common Stock	1,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			President business unit	

Hynes John P  
12015 LEE JACKSON HIGHWAY  
FAIRFAX, VA 22033

## Signatures

Michael R. Putnam, by Power of  
Attorney

11/19/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock grant pursuant to the ManTech International Corporation Employee Stock Ownership Plan
- (2) The option vests in three equal annual installments, beginning on February 6, 2003 (the 1st anniversary date of the date of grant).
- (3) The option vests in three equal annual installments, beginning on August 15, 2004 (the 1st anniversary date of the date of grant).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.