

BUTLER INTERNATIONAL, INC.
Form 8-K dated July 27, 2004

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**ITEM 5.02 Departure of Directors or Principal Officers; Election of Directors;
Appointment of Principal Officers.**

- (b) Effective September 23, 2004, Frederick H. Kopko Jr. and Nikhil Nagaswami resigned from the Board of Directors of Butler International, Inc. (the "Company"). The resignations of Messrs. Kopko and Nagaswami were not due to any disagreements with the Company's operations, policies or practices.
- (d) On September 23, 2004, Frank H. Murray and Wesley B. Tyler were appointed to the Company's Board of Directors. Their appointment was pursuant to the terms of a settlement and release agreement entered into in the case known as Old Oak Partners, LLC et al. vs. Butler International Inc., et al., in the Superior Court of New Jersey, Bergen County, Court No. Ber-C-277-02. The terms and conditions of their appointment were disclosed in the Company's Definitive Proxy Statement dated August 26, 2004. Messrs. Murray and Tyler have not been appointed to serve on any committees. Messrs. Murray and Tyler are "independent directors" as defined under the listing standards of the Nasdaq, and have not entered into any transactions with management or others which would have required disclosure under Item 404(a) of Regulation S-K.

On September 23, 2004, subsequent to their appointment, Messrs. Murray and Tyler were elected to the Board of Directors by the Company's stockholders.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 29, 2004

BUTLER INTERNATIONAL, INC.

(Registrant)

By: /s/ Craig S. Tireman

Craig S. Tireman

Vice President - Finance
and Controller