

MANHATTAN ASSOCIATES INC
Form 4
August 14, 2006

FORM 4

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

OMB APPROVAL

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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 *
RAGHAVAN DEEPAK

2. Issuer Name and Ticker or Trading Symbol
MANHATTAN ASSOCIATES INC
[MANH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6184 RIVERSIDE DRIVE, NW

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
ATLANTA, GA 30328

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 (A) or (D) Price			
Common Stock	08/10/2006		S	2,200 D \$ 21.1	89,800 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006		S	200 D \$ 21.2	89,600 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006		S	309 D \$ 21.5	89,291 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006		S	853 D \$ 21.6	88,438 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006		S	1,921 D \$ 21.7	86,517 ⁽¹⁾	I	By Trust

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Common Stock	08/10/2006	S	2,634	D	\$ 21.8	83,883 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	4,183	D	\$ 21.9	79,700 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	2,000	D	\$ 21.11	77,700 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	500	D	\$ 21.12	77,200 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	100	D	\$ 21.13	77,100 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	100	D	\$ 21.14	77,000 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	200	D	\$ 21.15	76,800 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	1,200	D	\$ 21.16	75,600 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	400	D	\$ 21.17	75,200 ⁽¹⁾	I	By Trust
Common Stock	08/10/2006	S	200	D	\$ 21.18	75,000 ⁽¹⁾	I	By Trust
Common Stock						76,078	D	
Common Stock						6,000 ⁽¹⁾	I	By Children
Common Stock						413 ⁽¹⁾	I	By Wife

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

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(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu

4, and 5)

	Date	Expiration	Title	Amount or Number of Shares
	Exercisable	Date		
Code	V	(A)	(D)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAGHAVAN DEEPAK 6184 RIVERSIDE DRIVE, NW ATLANTA, GA 30328	X			

Signatures

/s/Larry W. Shackelford, Esq., as Attorney-in-Fact for Deepak Raghavan	08/14/2006
**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) 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 such securities for purposes of Section 16 or for any other purpose.

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.