

MANHATTAN ASSOCIATES INC
Form 4
December 05, 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 *
BAUM JEFFRY W

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)
2300 WINDY RIDGE
PARKWAY, SUITE 700

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP-International Operations

(Street)
ATLANTA, GA 30339

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 12/01/2006 | | M | 5,000 A \$ 12.9 | 5,000 | D | |
| Common Stock | 12/01/2006 | | M | 5,001 A \$ 13.86 | 10,001 | D | |
| Common Stock | 12/01/2006 | | S | 1,721 D \$ 29 | 8,280 | D | |
| Common Stock | 12/01/2006 | | S | 565 D \$ 28.68 | 7,715 | D | |
| Common Stock | 12/01/2006 | | S | 88 D \$ 28.69 | 7,627 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 12/01/2006 | S | 2,626 | D | \$ 28.68 | 5,001 | D |
| Common Stock | 12/01/2006 | S | 1,443 | D | \$ 28.69 | 3,558 | D |
| Common Stock | 12/01/2006 | S | 1,000 | D | \$ 28.68 | 2,558 | D |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 28.67 | 2,358 | D |
| Common Stock | 12/01/2006 | S | 1,500 | D | \$ 28.66 | 858 | D |
| Common Stock | 12/01/2006 | S | 858 | D | \$ 28.65 | 0 | D |
| Common Stock | 12/04/2006 | M | 9,998 | D | \$ 13.86 | 9,998 | D |
| Common Stock | 12/04/2006 | S | 100 | D | \$ 28.91 | 9,898 | D |
| Common Stock | 12/04/2006 | S | 400 | D | \$ 28.9 | 9,498 | D |
| Common Stock | 12/04/2006 | S | 366 | D | \$ 28.89 | 9,132 | D |
| Common Stock | 12/04/2006 | S | 100 | D | \$ 28.88 | 9,032 | D |
| Common Stock | 12/04/2006 | S | 100 | D | \$ 28.87 | 8,932 | D |
| Common Stock | 12/04/2006 | S | 200 | D | \$ 28.84 | 8,732 | D |
| Common Stock | 12/04/2006 | S | 110 | D | \$ 28.78 | 8,622 | D |
| Common Stock | 12/04/2006 | S | 673 | D | \$ 28.77 | 7,949 | D |
| Common Stock | 12/04/2006 | S | 300 | D | \$ 28.76 | 7,649 | D |
| Common Stock | 12/04/2006 | S | 7,649 | D | \$ 28.75 | 0 | D |

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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock (Right to buy) | \$ 12.9 | 12/01/2006 | | M | 5,000 | 06/30/2004 09/24/2011 | Common Stock | 5,000 |
| Common Stock (Right to buy) | \$ 13.86 | 12/01/2006 | | M | 5,001 | 10/11/2005 10/11/2012 | Common Stock | 5,001 |
| Common Stock (Right to buy) | \$ 13.86 | 12/04/2006 | | M | 9,998 | 10/11/2004 10/11/2012 | Common Stock | 9,998 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAUM JEFFRY W 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339 | | | SVP-International Operations | |

Signatures

/s/Larry W. Shackelford as Attorney-in-Fact for Jeffrey W. Baum
 12/05/2006

 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).

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