#### MITCHELL JEFFREY S

Form 4

November 02, 2006

# FORM 4

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer subject to Section 16.

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

January 31, Expires:

**OMB APPROVAL** 

Estimated average burden hours per

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MITCHELL JEFFREY S			2. Issuer Name <b>and</b> Ticker or Trading Symbol MANHATTAN ASSOCIATES INC [MANH]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) 2300 WINDY PARKWAY,		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/30/2006	Director 10% OwnerX_ Officer (give title Other (specify below) EVP-Americas
ATLANTA, (	(Street) GA 30339		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	ount of 6. 7 ties Ownership I icially Form: E d Direct (D) C ving or Indirect (ted (I) action(s) (Instr. 4)		
Common Stock	10/30/2006		M	4,999	A	\$ 12.9	11,418	D		
Common Stock	10/30/2006		S	4,999	D	\$ 28.38	6,419	D		
Common Stock	10/30/2006		M	1	A	\$ 12.9	6,420	D		
Common Stock	10/30/2006		S	1	D	\$ 28.38	6,419	D		
Common Stock	10/30/2006		M	15,000	A	\$ 13.86	21,419	D		

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Common Stock	10/30/2006	S	15,000	D	\$ 28.54	6,419	D
Common Stock	10/30/2006	M	5,000	A	\$ 13.86	11,419	D
Common Stock	10/30/2006	S	5,000	D	\$ 28.51	6,419	D
Common Stock	10/31/2006	M	15,000	A	\$ 13.875	21,419	D
Common Stock	10/31/2006	S		D	\$ 29.21		D

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 ionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to buy)	\$ 12.9	10/30/2006		M	2	1,999	06/30/2004	09/24/2011	Common Stock	4,999
Common Stock (Right to buy)	\$ 12.9	10/30/2006		M		1	06/30/2004	09/24/2011	Common Stock	1
Common Stock (Right to buy)	\$ 13.86	10/30/2006		M	1	5,000	10/11/2005	10/11/2012	Common Stock	15,000
Common Stock (Right to buy)	\$ 13.86	10/30/2006		M	4	5,000	10/11/2006	10/11/2012	Common Stock	5,000

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Common

Stock (Right to \$13.875 10/31/2006 M 15,000 08/25/2004 08/25/2008 Common Stock 15,000

buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MITCHELL JEFFREY S 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339

**EVP-Americas** 

**Signatures** 

/s/Larry W. Shackelford as Attorney-in-Fact for Jeffrey S.
Mitchell

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

\* 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. 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.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).