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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	subject to Form 4 or	s may continue.					
1.	Person* (d Address of R Last, First, Mic	ldle)	2.	Issuer Name and Ticker or Trading Symbol Manhattan Associates, Inc. (MANH)	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	2300 Wind	dy Ridge Parkw (Street)	ay, Suite 700	4. - 6.	Statement for (Month/Day/Year) 2/21/03 & 2/24/03 Relationship of Reporting Person(s) to Issuer (Check All Applicable)	-	If Amendment, Date of Original (Month/Day/Year) Individual or Joint/Group Filing (Check Applicable Line)
	Atlanta, G	A 30339			☐ Director ☐ 10% Owner		
	(City)	(State)	(Zip)	-	☐ Officer (give title below) ☐ Other (specify below)	_	Form filed by More than One Reporting Person
	minder: R	Report on a sepa	arate line for ea	ch cl	ass of securities beneficially owned o	direct	tly or indirectly.

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

- 1. Title of Security (Instr. 3)
- 2. Transaction Date 2a. Deemed Execution 3. Transaction (Month/Day/Year) Date, if any. Code (Month/Day/Year) (Instr. 8)
- 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
- 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)
- 6. Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)

Nature of Indirect Beneficial Ownership (Instr. 4)

		Code	v	Amount	(A) or (D)	Price	
Common Stock	2/21/03	S		100,000	D	\$21.105	
Common Stock	2/24/03	S		25,000	D	\$21.10	
Common Stock	2/24/03	S		10,000	D	\$21.15	
Common Stock	2/24/03	S		5,000	D	\$21.17	
Common Stock	2/24/03	S		5,000	D	\$21.20	
Common Stock	2/24/03	S		2,500	D	\$21.23	
Common Stock	2/24/03	S		2,500	D	\$21.25	
Common Stock	2/24/03	S		5,000	D	\$21.30	
Common Stock	2/24/03	S		5,000	D	\$21.35	
Common Stock	2/24/03	S		15,000	D	\$21.40	4,499,124 D

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

Title of Derivative Security (Instr. 3)	 Conversion or Exercise Price of Derivative Security	Э.	Transaction Date (Month/Day/Year)	Ja.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)		ode		Number of Derivative Securitic Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
							Code	v		(A)		(D)
				Pa	age 3							

		Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)												
3 .	Date Exercise Expiration D (Month/Day/	ate	7.	Title and Amoun of Underlying Securities (Instr. 3 and 4)	nt 8	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	 	Nature of ndirect Beneficial Ownership (Instr. 4)		
	Date Exercisable	Expiration Date		Amoun Numbe Title Share	r of									
-														
-	planation (of Respor	nses	s:										
				/s/ Larry V rry W. Shackelf Fact for Alan J. Pegasys Syst	ord, E Dabb	sq., As Atto iere, Chairm	an o		/03					
				**Signature of	f Repo	orting Persor	n	Da	te					

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).