## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

1. Name and Address of Reporting Person\*

(First)

GA

(State)

3. Transaction

2300 WINDY RIDGE PARKWAY

obligations may continue. See

**GOODWIN PAUL R** 

## UNITED STATES SECU

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		Filed		nt to Section 16 ction 30(h) of th							34				urs per ponse:		0.5
rson <sup>*</sup>				2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			MA			0000				L	ľ	Х	Direc	tor		10% (	Owner
			·	-										er (give tit	le		(specify
(Middle) Y			3. Date of Earliest Transaction (Month/Day/Year) 10/02/2006									below) below)					
			4. lf A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
_			-									x	Form	filed by C	Dne Re	eporting Per	son
30339												Form filed by More than One Reporting Person					
													Perso	on			
	(Zip)		-										Perso	on			
_	,	on-Deriv	vative	Securities /	Acqu	uired, I	Disp	osed	of, o	r Bene	ficia	ally C		_			
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T	le I - N able II 3A. Dee Execution if any	2. Transa Date (Month/D - Deriva (e.g., p	<sub>ay/Year)</sub> tive Se uts, ca	2A. Deemed Execution Dat if any (Month/Day/Y ecurities Ac alls, warran 5. Number	ear) quir ts, o	3. Transac Code (In 8) Code red, Dis	tion hstr. V Spos S, CO rcisab Date	4. Sect Dispos and 5) Amoun Seed of nverti	nt <b>ible s</b> 7. Tit Secur	Acquire (D) (Inst (A) or (D) Benefic securit	d (A) ( r. 3, 4 Price	or E E F F T ( y Ow	5. Amo Securi Securi Ownec Follow Repor Fransa Instr. <b>med</b>	ed ount of ties cially ting ted action(s) 3 and 4)	Fo (D Ind (In er of e s	vrm: Direct ) or direct (I) str. 4)	of Indirec Beneficia Ownershi (Instr. 4)

Date (Month/Day/Year Code (Instr. (Instr. 3) Price of (Month/Day/Year) 8) Deri Derivative Security Secu Acq (A) o Disc of (E (Insi 4 and 5) Date Expiration Code v (A) (D) Exercisable Date Title Common Stock Commor 10/02/2006 \$24.14 5,000 10/02/2006 10/02/2013 Α

Explanation of Responses:

**Remarks:** 

(right to

buy)

/s/ Larry W. Shackelford as Attorney-in-Fact for Paul R.

Amount or Number

Shares

5,000

\$24.14

of

Stock

Goodwin

10/05/2006

5,000

D

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.

Instruction 1(b).

(Last)

(Street)

(City)

1. Title of

Derivative

Security

2.

Conversion

or Exercise

SUITE 700

ATLANTA

1. Title of Security (Instr. 3)