### FORM 4/A

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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#### 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

1. Name and Address of Reporting Person <sup>*</sup> NORTON STEVEN R			2. Issuer Name <b>and</b> Ticker or Trading Symbol MANHATTAN ASSOCIATES INC [MANH]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 2300 WINDY FLOOR	(First) RIDGE PAR	(Middle) RKWAY, 7TH	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2005	(Che	ck all applicable) Director Officer (give title below) SVP/Chief Finar	10% Owner Other (specify below) ncial Officer		
(Street) ATLANTA (City)	GA (State)	30339 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year) 12/02/2005	(Che X Fo	dividual or Joint/G ck Applicable Line orm filed by One R	) eporting Person		
	(0100)	( <u>–</u> , <sub>P</sub> )		Form filed by More than One Reporting Person				

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	( · · · · <b>)</b>	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			
			Code	V	Amount	(A) or (D)	Price	Followingor IndirectReported(I)Transaction(s)(Instr. 4)(Instr. 3 and 4)		(Instr. 4)			

# 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)		Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (right to buy)	\$ 21.98	11/29/2005		A		17,500		11/29/2005 <sup>(1)</sup>	11/29/2012	Common Stock	17,500	\$ 21.98	17,500	D	

#### **Explanation of Responses:**

1. The reporting person's stock option vests immediately and is subject to restrictions on sales. No sales of common stock may be made until 11/29/06; up to 4,375 shares of common stock may be sold on or after 11/29/06; up to 8,750 shares of common stock may be sold on or after 11/29/07; up to 13,125 shares of common stock may be sold on or after 11/29/08; and all 17,500 shares of common stock may sold on or after 11/29/08.

<u>/s/ Larry W. Shackelford as</u> <u>Attorney-in-Fact for Steven</u> <u>R. Norton</u> \*\* 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.