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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL 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 Section 16. Form 4 or Form 5						
Form 3 Holdings Reported						
Form 4 Transactions Reported						
	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		
Thall, Neil		Manhattan Associates, Inc. (MANH)				
(Last) (First) (Middle)	_					
, ,	4.	Statement for Month/Year 12/02	5.	If Amendment, Date of Original (Month/Year)		
(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)		
		☐ Director ☐ 10% Owner				
Atlanta, GA 30339				☐ Form filed by More than One Reporting		
(City) (State) (Zip)		☐ Other (specify below)		Person		
		Executive Vice President				
	Form 3 Holdings Reported Form 4 Transactions Reported Name and Address of Reporting Person* Thall, Neil (Last) (First) (Middle) 2300 Windy Ridge Parkway, Suite 700 (Street) Atlanta, GA 30339	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported Name and Address of Reporting Person* Thall, Neil (Last) (First) (Middle) 4. 2300 Windy Ridge Parkway, Suite 700 (Street) 6.	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported Name and Address of Reporting Person* Thall, Neil (Last) (First) (Middle) 4. Statement for Month/Year 2300 Windy Ridge Parkway, Suite 700 (Street) 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) Director	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported Name and Address of Reporting Person* Thall, Neil (Last) (First) (Middle) 4. Statement for Month/Year 2300 Windy Ridge Parkway, Suite 700 (Street) 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) Director		

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		Tab	ole I — Non-Deriva	tive	Securities	A	cquired, l	Dispo	sed o	f, o	r Beneficially Own	ed			
1.	Title of 2. Security (Instr. 3)	Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	Securities or Disposed (Instr. 3, 4	of (D)	ed (A)	5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
							Amount	(A) or (D)	Price						
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							Page 2								
														_	

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
											(A)	(D)	
	Common Stock (right to buy)		\$24.70		12/27/02				A		6,0	00	
	Common Stock (right to buy)		\$24.70		12/27/02				A		2,0	00	
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-		_				_		_		_			
						Pag	e 3						

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities) Ownership of Derivative Security: Title and Amount of Underlying Securities **Number of Derivative** Date Exercisable and Price of Nature of 8. 11. **Expiration Date** Derivative Securities Beneficially Indirect (Month/Day/Year) (Instr. 3 and 4) Security Owned at End of Direct (D) Beneficial (Instr. 5) or Indirect (I) Year Ownership (Instr. 4) (Instr. 4) (Instr. 4) Amount or Expiration Number of Date Exercisable . Date Title **Shares** Common 12/27/12 D (1) 6.000 \$24.70 6.000 Stock Common (2) 12/27/12 Stock 2,000 \$24.70 2,000 D **Explanation of Responses:** (1) The reporting person's stock option is exercisable as to 2,000 shares of common stock on 12/27/03; exercisable as to 4,000 shares of common stock on 12/27/04; and exercisable as to 6,000 shares of common stock on 12/27/05. (2) The reporting person's stock option is exercisable as to 2,000 shares of common stock on 12/27/06. /s/ Larry W. Shackelford As Attorney-in-Fact for Neil Thall 2/14/03

Date

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

**Signature of Reporting Person

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