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| <b>OMB APPROVAL</b>                             |           |
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>hours per response: | 0.5       |

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>PEGASYS SYSTEMS INC</u><br><br>(Last) (First) (Middle)<br>Seventh Floor<br><br>(Street)<br>Atlanta GA 30339<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MANHATTAN ASSOCIATES INC [ MANH ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/05/2003                          |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 08/05/2003                           |  | S                              |   | 60,000  | D          | \$27.2  | 3,093,259   | D <sup>(1)</sup>   |   |
| Common Stock                    | 08/05/2003                           |  | S                              |   | 50,000  | D          | \$27.15 | 3,043,259   | D <sup>(1)</sup>   |   |
| Common Stock                    | 08/05/2003                           |  | S                              |   | 10,000  | D          | \$27.12 | 3,033,259   | D <sup>(1)</sup>   |   |
| Common Stock                    | 08/05/2003                           |  | S                              |   | 15,000  | D          | \$27.06 | 3,018,259   | D <sup>(1)</sup>   |   |
| Common Stock                    | 08/06/2003                           |  | S                              |   | 25,000  | D          | \$27.05 | 2,993,259   | D <sup>(1)</sup>   |   |
| Common Stock                    | 08/06/2003                           |  | S                              |   | 25,000  | D          | \$26.64 | 2,968,259   | D <sup>(1)</sup>   |   |

**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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>PEGASYS SYSTEMS INC</u><br><br>(Last) (First) (Middle)<br>Seventh Floor<br><br>(Street)<br>Atlanta GA 30339<br><br>(City) (State) (Zip) |  |  |
|--|--|--|

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person* |         |          |
| <u>DABBIERE ALAN J</u>                   |         |          |
| (Last)                                   | (First) | (Middle) |
| SEVENTH FLOOR                            |         |          |
| (Street)                                 |         |          |
| ATLANTA                                  | GA      | 30339    |
| (City)                                   | (State) | (Zip)    |

**Explanation of Responses:**

1. These securities are owned directly by Pegasys Systems Incorporated and indirectly by Alan J. Dabbieri, Chairman of Pegasys. Mr. Dabbieri disclaims beneficial ownership of that portion of the securities held by Pegasys that are allocable to the shares of Pegasys common stock that are not held by Mr. Dabbieri, and this report shall not be deemed an admission that Mr. Dabbieri is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

David K. Dabbieri, Attorney-  
in-Fact for Alan J. Dabbieri.    08/07/2003  
Chairman of Pegasys Systems  
Incorporated

David K. Dabbieri, Attorney-  
in-Fact for Alan J. Dabbieri    08/07/2003

\*\* 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.**