OMB APPROVAL

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response...1.0

# 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

	Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).						
	Form 3 Holdings Reported						
	Form 4 Transactions Reported						
1.	Name and Address of Reporting Person*	Issuer Name and Ticker or Trading     Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
	Baum, Jeffry	Manhattan Associates, Inc. (MANH)					
	(Last) (First) (Middle)						
	2300 Windy Ridge Parkway, Suite 700	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)			
	Atlanta, GA 30339	<ul><li>□ Director □ 10% Owner</li><li>☑ Officer (give title below)</li></ul>		<ul><li>☑ Form filed by One Reporting Person</li><li>☐ Form filed by More than One Reporting</li></ul>			
	(City) (State) (Zip)	☐ Other (specify below)		Person			
		Sr. VP -International Operations & Managing Director- Europe					

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		Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
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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## 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		7,758		
	Common Stock (right to buy)		\$24.70		12/27/02				A		4,242		
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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) Title and Amount of **Number of Derivative** Ownership of Derivative Security: Date Exercisable and Price of Nature of 8. 11. **Expiration Date Underlying Securities** Derivative Securities Beneficially Indirect (Month/Day/Year) (Instr. 3 and 4) Security Owned at End of Direct (D) Beneficial or Indirect (I) (Instr. 5) Year Ownership (Instr. 4) (Instr. 4) (Instr. 4) Amount or Expiration Number of Date Exercisable . Date Title **Shares** Common 12/27/12 D (1) 7.758 \$24.70 7.758 Stock Common (2) 12/27/12 Stock 4,242 \$24.70 4,242 D **Explanation of Responses:** (1) The reporting person's stock option is exercisable as to 3,000 shares of common stock on 12/27/03; exercisable as to 6,000 shares of common stock on 12/27/04; and exercisable as to 7,758 shares of common stock on 12/27/05. (2) The reporting person's stock option is exercisable as to 1,242 shares of common stock on 12/27/05; and exercisable as to 4,242 shares of common stock on 12/27/06.

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.

/s/ Larry W. Shackelford As Attorney-in-Fact for Jeffry Baum

\*\*Signature of Reporting Person

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).