## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL             |                      |  |  |  |  |  |  |  |
|--------------------------|----------------------|--|--|--|--|--|--|--|
| OMB<br>Number:           | 3235-0287            |  |  |  |  |  |  |  |
| Expires:                 | December 31,<br>2014 |  |  |  |  |  |  |  |
| Estimated average burden |                      |  |  |  |  |  |  |  |
| hours per response       | 0.5                  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person* CASSIDY BRIAN J    |               |                | 2. Issuer Name <b>and</b> Ticker or Trading Symbol MANHATTAN ASSOCIATES INC[MANH] | 5. Relationship of Reporting Person(s) to Issuer  |          |  |  |  |
|---|---------------|----------------|---|---|----------|--|--|--|
| (Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY, SUITE 700 |               | ,              | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2004                       | Officer (give Oth   | ecify    |  |  |  |
| (Street) ATLANTA (City)                                     | GA<br>(State) | 30339<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group F<br>(Check Applicable Line)<br>X Form filed by One Reportin<br>Form filed by More than Or<br>Reporting Person | g Person |  |  |  |

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

|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |   |      |                       |       |   |                     |                         |                 |   |  |  |  |  |
|---|--|--|---|------|-----------------------|-------|---|---------------------|-------------------------|-----------------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code | Transaction Number of |       | 6. Date Exercisable<br>and Expiration<br>Date<br>(Month/Day/Year) |                     | Amount of<br>Underlying |                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |  |  |   | Code | V                     | (A)   | (D)   | Date<br>Exercisable | Expiration<br>Date      | Title           | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |
| Common<br>Stock (right to<br>buy)                   | \$ 30.88   | 07/01/2004                                 |   | A    |                       | 5,000 |   | 07/01/2004          | 07/01/2014              | Common<br>Stock | 5,000   | \$ 30.88   | 5,000  | D  |  |

**Explanation of Responses:** 

<u>/s/ Larry W. Shackelford as</u>
<u>Attorney-in-Fact for Brian</u> <u>07/02/2004</u>
<u>Cassidy</u>

\*\* Signature of Reporting Person

Date

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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