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 Number: | 3235-0287 | | | | | | | |
| Expires: | December 31, 2014 | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response | 0.5 | | | | | | | |

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and 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 | (Check all applicable) X Director Officer (give title below) | 10% Owner Other (specify below) | | | |
| (Street) ATLANTA (City) | GA (State) | 30339 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Grou (Check Applicable Line) X Form filed by One Rep Form filed by More tha Reporting Person | orting Person | | | |

| | 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) | Code | Transaction Code | | rities I (A) d of 4 ar | or | Securities Beneficially Owned | 6. Ownership Form: Direct (D) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | Code | V | (A) or | | Following Reported Transaction(s) (Instr. 3 and 4) or Indirect (I) (Instr. 4) | | (Instr. 4) | | | |

| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|---------|--|---|--|---|------------------------------------|---|-------------------------|-----|---|--------------------|-------------------------|--|---|--|--|--|
| D Se | Title of erivative ecurity nstr. 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. Transac Code (Instr. 8 | | Number of Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Amount of Underlying | | 8. Price of 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 | | | | |
| | ommon ock (Right to y) | \$ 30.88 | 07/01/2004 | | A | | 5,000 | | 07/01/2004 | 07/01/2014 | Common Stock | 5,000 | \$ 30.88 | 5,000 | D | |

Explanation of Responses:

/s/ Larry W. Shackelford, Esq. Attorney-in-Fact for Paul Goodwin

07/02/2004

** 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.

^{*} 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.