UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

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

1. Name and Address of Reporting Person* *(Last, First, Middle)*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity *(Voluntary)*
Pegasys Systems Incorporated	Manhattan Associates, Inc. (MANH)	

	4. Statement for Month/Day/Year	5. If Amendment, Date of Original *(Month/Day/Year)*
2300 Windy Ridge Parkway, Suite 700 *(Street)*	10/30/02 & 10/31/02	

	6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*	7. Individual or Joint/Group Filing *(Check Applicable Line)*
Atlanta, GA 30339	☐ Director ☒ 10% Owner	☒ Form filed by One Reporting Person
(City) (State) (Zip)	☐ Officer *(give title below)*	☐ Form filed by More than One Reporting Person
	☐ Other *(specify below)*	

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).

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 Transactions(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	10/30/02		S(1)		225,036	D	$22.23(1)			
Common Stock	10/30/02		S		132,919	D	$22.4475			
Common Stock	10/31/02		S		69,783	D	$22.6481	5,053,566	D	

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)*	
				Code	V	(A)	(D)

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Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(*e.g.,* puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date *(Month/Day/Year)*		7. Title and Amount of Underlying Securities *(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 of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	**Expiration Date**	**Title**	**Amount or Number of Shares**				

Explanation of Responses:

(1) The reporting person contributed MANH common stock to an exchange fund in exchange for shares of the exchange fund. The MANH common stock was valued at $22.23 per share for the purpose of determining the number of shares of the exchange fund issuable to the reporting person.

/s/ Larry W. Shackelford	
Larry W. Shackelford, Esq., As Attorney-in-Fact	
for Alan J. Dabbiere, Chairman of Pegasys Systems Incorporated	11/01/02
**Signature of Reporting Person	Date

**   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.