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						

			2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC [MANH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 3500 RIVERLY	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2004	X	Director Officer (give title below)	10% Owner Other (specify below)		
(Street) ATLANTA (City)	GA (State)	30327 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	(Ched X Fo	lividual or Joint/Grock Applicable Line) rm filed by One Represerm filed by More that porting Person	oorting Person		

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date,	Transaction Code		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	V	Amount (A) or (D) P		Price	Following or Indirect Reported (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 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. Transac Code (Instr. 8)		on Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		e 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to buy)	\$27.64	01/02/2004		A		5,000		01/02/2004	01/02/2014	Common Stock	5,000	\$27.64	5,000	D	

Explanation of Responses:

/s/ David K. Dabbiere,
Esq., Attorney-in-Fact for
Thomas E. Noonan

01/06/2004

** 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.