

| OMB APPROVAL                                 |                   |
|--|-------------------|
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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 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><b>CASSIDY BRIAN J</b><br><hr/> (Last) (First) (Middle)<br><b>2300 WINDY RIDGE PARKWAY</b><br><b>SUITE 700</b><br><hr/> (Street)<br><b>ATLANTA GA 30339</b><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>MANHATTAN ASSOCIATES INC [ MANH ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/31/2006</b>                   |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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 Transaction(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                    | 08/31/2006                           |  | M                              |   | 5,000   | A          | \$9     | 33,078  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 1,200   | D          | \$23.08 | 31,878  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 360   | D          | \$23.09 | 31,518  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 700   | D          | \$23.1  | 30,818  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 300   | D          | \$23.11 | 30,518  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 500   | D          | \$23.12 | 30,018  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 940   | D          | \$23.13 | 29,078  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 264   | D          | \$23.14 | 28,814  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 500   | D          | \$23.15 | 28,314  | D  |   |
| Common Stock                    | 08/31/2006                           |  | S                              |   | 236   | D          | \$23.16 | 28,078  | 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) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Common Stock (Right to buy)                | \$9  | 08/31/2006                           |  | M                              |   |  | 5,000 | 03/04/1999   | 03/04/2009      | Common Stock  | 5,000                                      | \$9  | 5,000   | D  |       |

Explanation of Responses:

Remarks:

/s/ Larry W. Shackelford as  
Attorney-in-Fact for Brian Cassidy      09/05/2006

\*\* Signature of Reporting Person      Date

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).

\*\* 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.

**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.**