(Last)

(Street)

(City)

SUITE 700

ATLANTA

1. Title of Security (Instr. 3)

FORM 4

UNITED STATES SECURI

UNITED STATES SECURITIES AND EXCHANGE COMMIS									ISSIO	Ν	B APPRC	PPROVAL				
	Washington, D.C. 20549										ОМВ	Numb	per:	3235-0287		
	STA			E CHANG	ES IN E	REN	FFIC		OWN	FRS	знір	Expire	s:	De	cember 31, 2014	
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP												Estim	ated a	average burd		
		Filed		t to Section 16(tion 30(h) of the						34		hours respor			0.5	
rso	1 [*]			2. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN ASSOCIATES INC</u> [MANH]									Reporting Person(s) to Issuer			
											eck all app X Direc	,	ole) 10% Owner			
			MAN							1	-	Director Officer (give title				
Y	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 10/02/2006							belo			below)		
			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)						
			-								X Form	Form filed by One Reporting Person				
30339										Form filed by More than One Reporting Person						
	30339											•	e tha	an One Rep	oorting	
	30339 (Zip)		×									•	e tha	an One Rep	porting	
	(Zip)	on-Deriv	vative	Securities A	cquired,	Disp	osed	of, o	or Bene	ficial	Pers	on	e tha	an One Rep	porting	
	(Zip)	On-Deriv 2. Transa Date (Month/D	ction	Securities Ad 2A. Deemed Execution Date, if any (Month/Day/Yea	3. Transad Code (I	tion.	4. Sec	urities sed Of	Acquired (D) (Inst	d (A) or	Pers	on ed ount of ities icially d	6. O Forr (D) d Indi)wnership m: Direct or irect (I)	7. Nature of Indirec Beneficial Ownershi	
	(Zip)	2. Transa Date	ction	2A. Deemed Execution Date, if any	3. Transad Code (I	tion.	4. Sec Dispos	urities sed Of	Acquire	d (A) or	Pers	ed ount of ities icially d	6. O Forr (D) d Indi	Dwnership m: Direct or		
ſab	Zip) le I - N	2. Transa Date (Month/D - Deriva	ction ay/Year) tive Se	2A. Deemed Execution Date, if any (Month/Day/Yea	3. Transac Code (I 8) Code	v spos	4. Sect Disposed and 5) Amout	urities sed Of nt	Acquired (D) (Inst (A) or (D) Benefic	1 (A) or . 3, 4 Price Sially	Pers	ed ount of ities icially d wing ted action(s) 3 and 4)	6. O Forr (D) d Indi)wnership m: Direct or irect (I)	7. Nature of Indirec Beneficia Ownershi	
ſab	Zip) le I - N	2. Transa Date (Month/D - Deriva (e.g., p	ction ay/Year) tive Se	2A. Deemed Execution Date, if any (Month/Day/Yea	3. Transac Code (I 8) Code	v spos	4. Seci Dispos and 5) Amoun sed of	urities sed Of nt ible s	Acquired (D) (Inst (A) or (D) Benefic	d (A) or 3, 4 Price ially es)	Pers	ed ount of ities icially d wing ted action(s) 3 and 4)	6. O Forr (D) (Indi (Insi)wnership m: Direct or irect (I)	7. Nature of Indirec Beneficial Ownershi	

													(1150.	
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)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				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)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	Common Stock (Right to buy)	\$24.14	10/02/2006		A		5,000		10/02/2006	10/02/2013	Common Stock	5,000	\$24.14	5,000

Explanation of Responses:

Remarks:

/s/ Larry W. Shackelford as

E. Noonan

** 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.

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

NOONAN THOMAS E

(First)

GA

(State)

2300 WINDY RIDGE PARKWAY

STATEMENT OF CHAN

Filed pursuant to Section 1. Name and Address of Reporting Person*

or Section 30(h) of 2. Issuer Name an

10/05/2006 Attorney-in-Fact for Thomas

D