

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>MITCHELL JEFFREY S</u>			2. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN ASSOCIATES INC [ MANH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP Sales Americas</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2003</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2300 WINDY RIDGE PKWY. SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/11/2003</u>					
(Street) <u>ATLANTA GA 30339</u>								
(City) (State) (Zip)								

**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			

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Common Stock (right to buy)</u>	<u>\$26.64<sup>(2)</sup></u>	<u>12/11/2003</u>		<u>A</u>	<u>100,000</u>		<u>(I)</u>	<u>12/11/2013</u>	<u>Common Stock</u>	<u>100,000</u>	<u>\$26.64</u>	<u>100,000</u>	<u>D</u>	

**Explanation of Responses:**

- The reporting person's stock option is exercisable as to 8,333 shares on 3/31/04; 16,667 shares on 6/30/04; 25,000 shares on 9/30/04; 33,333 on 12/31/04; 41,667 shares on 3/31/05; 50,000 shares on 6/30/05; 58,333 shares on 9/30/05; 66,667 shares on 12/31/05; 75,000 shares on 3/31/06; 83,333 shares on 6/30/06; 91,667 shares on 9/30/06; & 100,000 on 12/31/06.
- Conversion Price of Derivative Security was incorrectly reported as \$24.64. The correct Conversion Price is \$26.64.

/s/ David K. Dabbieri, Esq.,  
Attorney-in-Fact for Jeffrey S. Mitchell 12/17/2003

\*\* 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.