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MANHATTAN ASSOCIATES INC

Form 4

August 14, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

RAGHAVAN DEEPAK

1. Name and Address of Reporting Person *

			MANHATTAN ASSOCIATES INC [MANH]					(Check all applicable)			
(Last) 6184 RIVE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2006					_X_ Director Officer (give below)	e title Other (specify below)		
(Street) ATLANTA, GA 30328			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)						Person uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any		3. Transaction Code (Instr. 8)	4. Securi	ties A ispose 4 and (A) or	cquired d of (D)	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	
Common Stock	08/10/2006			S	2,200	D	\$ 21.1	89,800 (1)	I	By Trust	
Common Stock	08/10/2006			S	200	D	\$ 21.2	89,600 (1)	I	By Trust	
Common Stock	08/10/2006			S	309	D	\$ 21.5	89,291 <u>(1)</u>	I	By Trust	
Common Stock	08/10/2006			S	853	D	\$ 21.6	88,438 (1)	I	By Trust	
Common Stock	08/10/2006			S	1,921	D	\$ 21.7	86,517 <u>(1)</u>	I	By Trust	

OMB APPROVAL

3235-0287

January 31,

2005

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response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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Common Stock	08/10/2006	S	2,634	D	\$ 21.8	83,883 (1)	I	By Trust
Common Stock	08/10/2006	S	4,183	D	\$ 21.9	79,700 (1)	I	By Trust
Common Stock	08/10/2006	S	2,000	D	\$ 21.11	77,700 (1)	I	By Trust
Common Stock	08/10/2006	S	500	D	\$ 21.12	77,200 (1)	I	By Trust
Common Stock	08/10/2006	S	100	D	\$ 21.13	77,100 (1)	I	By Trust
Common Stock	08/10/2006	S	100	D	\$ 21.14	77,000 (1)	I	By Trust
Common Stock	08/10/2006	S	200	D	\$ 21.15	76,800 (1)	I	By Trust
Common Stock	08/10/2006	S	1,200	D	\$ 21.16	75,600 (1)	I	By Trust
Common Stock	08/10/2006	S	400	D	\$ 21.17	75,200 (1)	I	By Trust
Common Stock	08/10/2006	S	200	D	\$ 21.18	75,000 (1)	I	By Trust
Common Stock						76,078	D	
Common Stock						6,000 (1)	I	By Children
Common Stock						413 (1)	I	By Wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D)	;	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
				(Instr. 3,				
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion or Exercise Price of Derivative (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative	Conversion or Exercise any Code of Price of Privative Security Security Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D)	Conversion or Exercise any Code of (Month/Day/Year) Price of (Month/Day/Year) Derivative Security Execution Date, if TransactionNumber Expiration Date (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Price of (Month/Day/Year) (Instr. 8) Derivative Securities Security Acquired (A) or Disposed of (D)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D)

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4, and 5)

Date Expiration Exercisable Date

Code V (A) (D)

Amount or Number of Shares

Date

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RAGHAVAN DEEPAK
6184 RIVERSIDE DRIVE, NW X

6184 RIVERSIDE DRIVE, NW ATLANTA, GA 30328

Signatures

/s/Larry W. Shackelford, Esq., as Attorney-in-Fact for Deepak
Raghavan

08/14/2006

**Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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