

MITCHELL JEFFREY S  
 Form 4  
 November 02, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MITCHELL JEFFREY S

2. Issuer Name and Ticker or Trading Symbol  
 MANHATTAN ASSOCIATES INC  
 [MANH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2300 WINDY RIDGE  
 PARKWAY, SUITE 700  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/30/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP-Americas

ATLANTA, GA 30339

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	10/30/2006		M			4,999	A	\$ 12.9	11,418	D	
Common Stock	10/30/2006		S			4,999	D	\$ 28.38	6,419	D	
Common Stock	10/30/2006		M			1	A	\$ 12.9	6,420	D	
Common Stock	10/30/2006		S			1	D	\$ 28.38	6,419	D	
Common Stock	10/30/2006		M			15,000	A	\$ 13.86	21,419	D	

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Common Stock	10/30/2006	S	15,000	D	\$ 28.54	6,419	D
Common Stock	10/30/2006	M	5,000	A	\$ 13.86	11,419	D
Common Stock	10/30/2006	S	5,000	D	\$ 28.51	6,419	D
Common Stock	10/31/2006	M	15,000	A	\$ 13.875	21,419	D
Common Stock	10/31/2006	S	15,000	D	\$ 29.21	6,419	D

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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to buy)	\$ 12.9	10/30/2006		M		4,999	06/30/2004	09/24/2011	Common Stock	4,999
Common Stock (Right to buy)	\$ 12.9	10/30/2006		M		1	06/30/2004	09/24/2011	Common Stock	1
Common Stock (Right to buy)	\$ 13.86	10/30/2006		M		15,000	10/11/2005	10/11/2012	Common Stock	15,000
Common Stock (Right to buy)	\$ 13.86	10/30/2006		M		5,000	10/11/2006	10/11/2012	Common Stock	5,000

Common Stock (Right to buy)	\$ 13.875	10/31/2006	M	15,000	08/25/2004	08/25/2008	Common Stock	15,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL JEFFREY S 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339			EVP-Americas	

## Signatures

/s/Larry W. Shackelford as Attorney-in-Fact for Jeffrey S. Mitchell	11/02/2006
**Signature of Reporting Person	Date

## 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).
- 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.