

MANHATTAN ASSOCIATES INC  
 Form 4  
 December 08, 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 \*  
 BAUM JEFFRY W

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/07/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP-International Operations

(Street)  
 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	12/07/2006		M			25,000	A	\$ 22.28	25,000	D	
Common Stock	12/07/2006		M			6,250	A	\$ 21.98	31,250	D	
Common Stock	12/07/2006		S			1,000	D	\$ 29.11	30,250	D	
Common Stock	12/07/2006		S			1,000	D	\$ 29.104	29,250	D	
Common Stock	12/07/2006		S			2,000	D	\$ 29.074	27,250	D	

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Common Stock	12/07/2006	S	1,000	D	\$ 29.065	26,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.076	25,250	D
Common Stock	12/07/2006	S	2,000	D	\$ 29.07	23,250	D
Common Stock	12/07/2006	S	2,000	D	\$ 29.071	21,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.062	20,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.06	19,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.069	18,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.0888	17,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.0663	16,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.0587	15,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.0738	14,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 20.0579	13,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.0392	12,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 29.9594	11,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.882	10,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.7575	9,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.7075	8,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.6715	7,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.605	6,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.5205	5,250	D
	12/07/2006	S	1,000	D		4,250	D

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Common Stock					\$	28.7115	
Common Stock	12/07/2006	S	1,000	D	\$ 28.819	3,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.8455	2,250	D
Common Stock	12/07/2006	S	1,000	D	\$ 28.8365	1,250	D
Common Stock	12/07/2006	S	1,250	D	\$ 28.83	0	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)	8. Amount or Number of Shares
Common Stock (Right to buy)	\$ 22.28	12/07/2006		M	25,000	<u>(1)</u> 01/05/2015	Common Stock	25,000
Common Stock (Right to buy)	\$ 21.98	12/07/2006		M	6,250	<u>(2)</u> 11/29/2012	Common Stock	6,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUM JEFFRY W 2300 WINDY RIDGE PARKWAY			SVP-International Operations	

SUITE 700  
ATLANTA, GA 30339

## Signatures

/s/Larry W. Shackelford as Attorney-in-Fact for Jeffrey W.  
Baum

12/07/2006

\_\_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).
- (1) The reporting person's stock option is exercisable as to 25,000 shares of common stock on January 5, 2007.
- (2) After the reported transaction, the reporting person's stock option is exercisable as to 6,250 shares of common stock on 11/29/07; exercisable as to 12,500 shares of common stock on 11/29/08; and exercisable as to 18,750 shares of common stock on 11/29/09.

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.