

MANHATTAN ASSOCIATES INC  
 Form 4/A  
 December 04, 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  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/29/2006

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

ATLANTA, GA 30339

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/01/2006

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	11/29/2006		S			1,000	D	\$ 28.618	75,359	D	
Common Stock	11/29/2006		S			5,000	D	\$ 28.6	70,359	D	
Common Stock	11/29/2006		S			1,000	D	\$ 28.6046	69,359	D	
Common Stock	11/29/2006		S			12,000	D	\$ 28.6	57,359	D	
Common Stock	11/29/2006		S			1,000	D	\$ 28.5902	56,359	D	

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Common Stock	11/29/2006	S	1,000	D	\$ 28.5814	55,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5786	54,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5686	53,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5824	52,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5766	51,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5316	50,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5026	49,359	D
Common Stock	11/29/2006	S	11,000	D	\$ 28.5	38,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.505	37,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.501	36,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5342	35,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5884	34,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.577	33,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5452	32,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.552	31,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5696	30,359	D
Common Stock	11/29/2006	S	2,000	D	\$ 28.6024	28,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5951	27,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5592	26,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.5566	25,359	D
	11/29/2006	S	1,000	D		24,359	D

Common Stock					\$ 28.5899		
Common Stock	11/29/2006	S	1,000	D	\$ 28.6358	23,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.6494	22,359	D
Common Stock	11/29/2006	S	1,000	D	\$ 28.6335	21,359	D

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUM JEFFRY W 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339			SVP-International Operations	

## Signatures

/s/Larry W. Shackelford as Attorney-in-Fact for Jeffrey W. Baum 12/04/2006

\_\_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.

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