

MANHATTAN ASSOCIATES INC
 Form 4
 August 14, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
RAGHAVAN DEEPAK

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

6184 RIVERSIDE DRIVE, NW

08/10/2006

(Street)

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

ATLANTA, GA 30328

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/10/2006 | | S | 2,300 | D \$ 21.05 | 90,778 | D |
| Common Stock | 08/10/2006 | | S | 600 | D \$ 21.06 | 90,178 | D |
| Common Stock | 08/10/2006 | | S | 300 | D \$ 21.07 | 89,878 | D |
| Common Stock | 08/10/2006 | | S | 1,600 | D \$ 21.08 | 88,278 | D |
| Common Stock | 08/10/2006 | | S | 100 | D \$ 21.09 | 88,178 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|---|-------------|
| Common Stock | 08/10/2006 | S | 100 | D | \$ 21.11 | 88,078 | D | |
| Common Stock | 08/10/2006 | S | 200 | D | \$ 21.12 | 87,878 | D | |
| Common Stock | 08/10/2006 | S | 300 | D | \$ 21.13 | 87,578 | D | |
| Common Stock | 08/10/2006 | S | 100 | D | \$ 21.14 | 87,478 | D | |
| Common Stock | 08/10/2006 | S | 403 | D | \$ 21.15 | 87,075 | D | |
| Common Stock | 08/10/2006 | S | 297 | D | \$ 21.16 | 86,778 | D | |
| Common Stock | 08/10/2006 | S | 600 | D | \$ 21.17 | 86,178 | D | |
| Common Stock | 08/10/2006 | S | 2,000 | D | \$ 21.18 | 84,178 | D | |
| Common Stock | 08/10/2006 | S | 1,300 | D | \$ 21.19 | 82,878 | D | |
| Common Stock | 08/10/2006 | S | 1,800 | D | \$ 21.2 | 81,078 | D | |
| Common Stock | 08/10/2006 | S | 400 | D | \$ 21.21 | 80,678 | D | |
| Common Stock | 08/10/2006 | S | 1,000 | D | \$ 21.22 | 79,678 | D | |
| Common Stock | 08/10/2006 | S | 600 | D | \$ 21.23 | 79,078 | D | |
| Common Stock | 08/10/2006 | S | 3,000 | D | \$ 21.24 | 76,078 | D | |
| Common Stock | | | | | | 92,000 ⁽¹⁾ | I | By Trust |
| 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.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RAGHAVAN DEEPAK 6184 RIVERSIDE DRIVE, NW ATLANTA, GA 30328 | | X | | |

Signatures

/s/Larry W. Shackelford, Esq., as Attorney-in-Fact for Deepak Raghavan 08/14/2006

__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 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.