

MITCHELL JEFFREY S

Form 4

November 02, 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
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

OMB APPROVAL

OMB
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(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)

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

10/30/2006

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

EVP-Americas

2300 WINDY RIDGE
PARKWAY, SUITE 700

(Street)

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
Person

ATLANTA, GA 30339

(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 Indirect Beneficial 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.

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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)
				Code	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
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__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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