

MANHATTAN ASSOCIATES INC

Form 4/A

December 04, 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 *
BAUM JEFFRY W

(Last) (First) (Middle)

2300 WINDY RIDGE
PARKWAY, SUITE 700

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 Jeffry 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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