

MANHATTAN ASSOCIATES INC  
 Form 4  
 November 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**HADDRILL RICHARD M**

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)  
**9709 WINTER PLACE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/31/2005**

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

**LAS VEGAS, NV 89145**  
 (City) (State) (Zip)

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

**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 or Price		
Common Stock	10/31/2005		M		100,000 A \$ 17.9	D	
Common Stock	10/31/2005		S		7,500 D \$ 22.22	D	
Common Stock	10/31/2005		S		12,500 D \$ 22.35	D	
Common Stock	10/31/2005		S		32,500 D \$ 22.4	D	
Common Stock	10/31/2005		S		5,000 D \$ 22.45	D	

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Common Stock	10/31/2005	S	5,000	D	\$ 22.48	44,583	D
Common Stock	10/31/2005	S	5,000	D	\$ 22.5	39,583	D
Common Stock	10/31/2005	S	5,000	D	\$ 22.52	34,583	D
Common Stock	10/31/2005	S	10,000	D	\$ 22.55	24,583	D
Common Stock	10/31/2005	S	5,000	D	\$ 22.57	19,583	D
Common Stock	10/31/2005	S	2,500	D	\$ 22.6	17,083	D
Common Stock	10/31/2005	S	10,000	D	\$ 22.84	7,083	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 Number Shares
Common Stock (Right to buy)	\$ 17.9	10/31/2005		M	100,000	07/01/2005	10/23/2012	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HADDRILL RICHARD M 9709 WINTER PLACE LAS VEGAS, NV 89145	X		Vice Chairman	

## Signatures

/s/ Larry W. Shackelford as Attorney-in-Fact for Richard M.  
Hadrill

11/02/2005

\_\_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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