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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 5**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<b>1. Name and Address of Reporting Person*</b>  Thall, Neil  _____ <i>(Last) (First) (Middle)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Manhattan Associates, Inc. (MANH)  _____	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  _____
2300 Windy Ridge Parkway, Suite 700  _____ <i>(Street)</i>	<b>4. Statement for Month/Year</b>  12/02  _____	<b>5. If Amendment, Date of Original (Month/Year)</b>  _____
Atlanta, GA 30339  _____ <i>(City) (State) (Zip)</i>	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b> <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> Executive Vice President  _____	<b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).





