FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

1. Name and Address of Reporting Person*

(First)

GA

(State)

3. Transaction

Date (Month/Day/Year

07/03/2006

2300 WINDY RIDGE PARKWAY

obligations may continue. See

NOONAN THOMAS E

Instruction 1(b).

(Last)

(Street)

(City)

1. Title of

Derivative

Security (Instr. 3) 2.

Conversion

or Exercise

Price of

Derivative Security

SUITE 700

ATLANTA

1. Title of Security (Instr. 3)

UNITED STATES SECURITIE

Code

Α

v (A) (D)

(Instr. 3, 4 and 5)

5,000

Date

Exercisable

07/03/2006

Expiration

07/03/2013

Date

| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | | N (| OMB APPROVAL | | | |
|--|---|--|--|--|-------------------------------|--|--------------------------------|---|---|---|--|--|------------------------|--|
| | | | Washing | gton, D.C. | 2054 | 9 | | | | | ОМВ | Number | : | 3235-0287 |
| s | STATEME | | CHANGE | S IN E | BEN | EFIC | |)WNF | | ΗP | Expire | s: | De | cember 31, 2014 |
| • | | | ••••• | | | | | | | | Estim | ated ave | erage burc | len |
| | Filed | | to Section 16(a) on 30(h) of the I | | | | | | | | hours respo | • | | 0.5 |
| erson [*] | | | 2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | _ | ASSO | | IES | INC [| | (Check | all app Direc | , | | 10% C | Wher |
| | | MANH | MANH] | | | | | | | | er (give title | | | (specify |
| (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/03/2006 | | | | | | | belov | .0 | | below) | |
| | | 4. If Am | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| | | - | | | | | | | X | Form | filed by One | e Repor | rtina Pers | son |
| 3033 | 20 | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| 5055 | 139 | | | | | | | | | Pers | on | | | |
| | | | | | | | | | | | | | | |
| (Zip) |) | | | | | | | | | | | | | |
| , | | vative Se | ecurities Ac | quired, | Disp | osed | of, or I | Benefi | cially | Owne | ed | | | |
| | | ction 2 E ay/Year) i | ecurities Ac 2A. Deemed Execution Date, f any Month/Day/Year | 3. Transac Code (II | tion. | 4. Secu | urities Ac sed Of (D) | quired | (A) or | 5. Am Securi Benefi Owned | ount of ities icially d | Form: (D) or Indire | ct (I) | Beneficial Ownershi |
| , | 2. Transa Date | ction 2 E ay/Year) i | 2A. Deemed Execution Date, f any | 3. Transac Code (II | tion. | 4. Secu Dispos | urities Ac sed Of (D) | quired () (Instr. | (A) or | 5. Am Securi Benefi Owned Follow Repor Trans | ount of ities icially d ving | Form: (D) or | Direct | of Indirec Beneficial |
| able I | I - Non-Deri 2. Transa Date (Month/D e II - Deriva | ction 2 ay/Year) ((| 2A. Deemed Execution Date, f any | 3. Transac Code (II 8) Code | v spos | 4. Sect Dispose and 5) Amout | nt (A , or Be | (Instr.) (Instr.) or P neficia | (A) or 3, 4 ^{trice} | 5. Ame Securi Benefi Owned Follow Repor Transa (Instr. | ount of ities icially d ving ted action(s) | Form: (D) or Indire | Direct | of Indirec Beneficial Ownershi |
| Table | I - Non-Deri 2. Transa Date (Month/D e II - Deriva (e.g., p . Deemed | ction ay/Year) tive Sec uts, call | 2A. Deemed Execution Date, f any Month/Day/Year urities Acqu s, warrants, 5. | 3. Transac Code (II 8) Code ired, Di options | v spos s, co | 4. Sect Dispos and 5) Amoun sed of | nt (A ble sed 7. Title a | (Instr.) (Instr.) or P neficia curitie | (A) or 3, 4 Price ally Or (S) 8. P | 5. Ame Securi Benefi Owned Follow Repor Transa (Instr. | ount of ities icially d ving ted action(s) 3 and 4) 9. Number of | Form: (D) or Indirect (Instr. | Direct ct (I) 4) | of Indirec Beneficial Ownershi (Instr. 4) 11. Nature |
| Table I Table | I - Non-Deri 2. Transa Date (Month/D e II - Deriva (e.g., p . Deemed ecution Date, | ction ay/Year) tive Secuts, call | 2A. Deemed Execution Date, f any Month/Day/Year urities Acqu s, warrants, 5. [5] Number [6] | 3. Transac Code (II 8) Code ired, Di options | v spos s, co rcisate | 4. Sect Dispos and 5) Amoun sed of onvertione and | nt (A ble sed | aquired () (Instr.)) or P) neficia curitie and of es ing ve | (A) or 3, 4 hrice ally Or (S) 8. P of Der Sec (Ins | 5. Ame Securi Benefi Owned Follov Repor Transa (Instr. | ount of ities icially d ving ted action(s) 3 and 4) | Form: (D) or Indired (Instr. | Direct ct (I) 4) | of Indirec Beneficial Ownershi |

Explanation of Responses:

\$20.29

Remarks:

Common Stock

(Right to

buy)

/s/ Larry W. Shackelford as Attorney-in-Fact for Thomas

Amount or Number

Shares

5,000

of

Title

Commor

Stock

E. Noonan

07/05/2006

5,000

D

** Signature of Reporting Person Date

\$20.29

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

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 Number.