

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 4)<sup>(1)</sup>

MANHATTAN ASSOCIATES, INC.

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(Name of Issuer)

Common Stock, \$.01 par value per share

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(Title of Class of Securities)

562750 10 9

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(Cusip Number)

December 31, 2002

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

<sup>(1)</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 562750 10 9

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
Deepak M.J. Rao

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2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization:  
U.S. Citizen

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5. Sole Voting Power:  
1,030,821<sup>(1)</sup>

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power:  
-0-

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7. Sole Dispositive Power:  
1,030,821<sup>(1)</sup>

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8. Shared Dispositive Power:  
-0-

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,030,821<sup>(1)</sup>

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):  
3.5%

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12. Type of Reporting Person:  
IN

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(1) Includes 755,071 shares held by a limited partnership controlled by Mr. Rao, the 99% limited partnership interest of which is owned by a trust for the benefit of Mr. Rao's descendants. Mr. Rao disclaims beneficial ownership of the shares held by the limited partnership which are allocable to the interest held by the trust.

**Item 1.**

- (a) Name of Issuer:  
Manhattan Associates, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
2300 Windy Ridge Parkway, Suite 700  
Atlanta, GA 30339

**Item 2.**

- (a) Name of Person Filing:  
Deepak M.J. Rao
- (b) Address of Principal Business Office or, if none, Residence:  
c/o 2300 Windy Ridge Parkway, Suite 700  
Atlanta, GA 30339
- (c) Citizenship:  
U.S. Citizen
- (d) Title of Class of Securities:  
Common Stock, \$.01 par value per share
- (e) CUSIP Number:  
562750 10 9

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- Not Applicable.
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer defined in Item 1.

- (a) Amount beneficially owned:  
1,030,821<sup>(1)</sup>
- (b) Percent of class:  
3.5%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
1,030,821<sup>(1)</sup>
  - (ii) Shared power to vote or to direct the vote:  
-0-
  - (iii) Sole power to dispose or to direct the disposition of:  
1,030,821<sup>(1)</sup>
  - (iv) Shared power to dispose or to direct the disposition of:  
-0-

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<sup>(1)</sup> Includes 755,071 shares held by a limited partnership controlled by Mr. Rao, the 99% limited partnership interest of which is owned by a trust for the benefit of Mr. Rao's descendants. Mr. Rao disclaims beneficial ownership of the shares held by the limited partnership which are allocable to the interest held by the trust.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.



**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2003

By: /s/ Deepak M.J. Rao

Name: Deepak M.J. Rao