## Edgar Filing: MANHATTAN ASSOCIATES INC - Form 4

| MANHATT<br>Form 4<br>April 04, 20  | AN ASSOCIAT              | ES INC        |  |                                |   |   |   |  |   |  |
|--|--------------------------|---------------|--|--------------------------------|---|---|---|--|---|--|
| FORM   | 4                        |               | <b>GE GU</b>   |                                |   |   |   | •  | APPROVAL  |  |
| -  | UNITED                   | STATES        |  | RITIES A<br>Ashington          |   |   | E COMMISSIO   | N OMB<br>Number:   | 3235-0287   |  |
| Check th<br>if no lon  | ger                      |               |  |                                |   | Expires:  | January 31,<br>2005   |  |   |  |
| subject to<br>Section 16.<br>Form 4 or   | 5 <b>STATE</b><br>16.    | MENT OI       | F CHAI   | NGES IN<br>SECUI               | WNERSHIP OI   | Estimated<br>burden ho<br>response                          | average<br>urs per  |  |   |  |
| Form 5<br>obligatio<br>may con<br><i>See</i> Instr<br>1(b).  | ns Section 17(           | (a) of the l  | Public U   | Jtility Hol                    | ding Cor  |   | nge Act of 1934,<br>a of 1935 or Secti<br>1940  |  |   |  |
| (Print or Type   | Responses)               |               |  |                                |   |   |   |  |   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>NOONAN THOMAS E  |                          |               | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>MANHATTAN ASSOCIATES IN<br>[MANH] |                                |   | 5. Relationship of Reporting Person(s) to Issuer            |   |  |   |  |
|  |                          |               |  |                                |   | ATES IN   | NC (Check all applicable)   |  |   |  |
| (Last) (First) (Middle)  |                          |               | 3. Date of Earliest Transaction  |                                |   | X_ Director 10% Owner<br>Officer (give title Other (specify |   |  |   |  |
| 2300 WINI<br>PARKWAY   | OY RIDGE<br>7, SUITE 700 |               | (Month/<br>04/01/2   | Day/Year)<br>2005              |   |   | below)  | below)   | lier (opeenly   |  |
|  | (Street)                 |               |  | 4. If Amendment, Date Original |   |   | 6. Individual or Joint/Group Filing(Check   |  |   |  |
| ATLANTA  | , GA 30339               |               | Filed(Mo   | onth/Day/Yea                   | r)  |   | Applicable Line)<br>_X_ Form filed by<br>Form filed by<br>Person                      | y One Reporting F<br>More than One F                                 |   |  |
| (City)   | (State)                  | (Zip)         |  |                                |   | a   |   |  |   |  |
|  | · · ·                    |               |  |                                |   |   | Acquired, Disposed  |  |   |  |
| 1.Title of<br>Security2. Transaction Date<br>(Month/Day/Year)2A. Deer<br>Execution<br>any<br>(Month/I(Instr. 3)any<br>(Month/I |                          |               | Date, if Transaction<br>Code   |                                | 4. Securities<br>nAcquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |   | SecuritiesFBeneficially(1)Owned(1)  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |                          |               |  | Code V                         | Amount  | <ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>          | Transaction(s)<br>(Instr. 3 and 4)  |  |   |  |
| Reminder: Rer  | oort on a separate line  | e for each cl | ass of sec   | urities bene                   | ficially ow   | ned directly  | or indirectly.  |  |   |  |
|  |                          |               |  |                                | Perso<br>inforn<br>requir   | ns who re<br>nation con<br>ed to resp<br>lys a curre        | spond to the collect<br>tained in this form<br>ond unless the fo<br>ntly valid OMB co | n are not<br>orm   | SEC 1474<br>(9-02)  |  |
|  | Tab                      |               |  |                                |   | posed of, or<br>convertible                                 | • Beneficially Owner<br>securities)   | d  |   |  |
| 1. Title of  | 2. 3. Trar               | saction Dat   | e 3A. De   | eemed                          | 4.  | 5. Numbe  | er 6. Date Exerci   | sable and  | 7. Title and Amo  |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4. 5. Number              | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|------------|---------------------|--------------------|---------------------------|-------------------------|------------------------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transaction of Derivative | Expiration Date         | Underlying Securities  |

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| Security<br>(Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Acqu<br>(A) o<br>Dispo<br>(D)<br>(Instr | Acquired<br>(A) or<br>Disposed of |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |  |
|--------------------------------------|---|------------|-------------------------|--------------------|---|-----------------------------------|-----|---------------------|--------------------|------------------|--|
|                                      |   |            |                         | Code N             | 7 (A)                                   | ) (                               | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |
| Common<br>Stock<br>(Right to<br>buy) | \$ 20.37  | 04/01/2005 |                         | А                  | 5,00                                    | 00                                |     | 04/01/2005          | 04/01/2015         | Common<br>Stock  | 5,000                                  |

## **Reporting Owners**

| Reporting Owner Name / Address  |   | Relationsh |         |       |  |  |  |  |
|---|---|------------|---------|-------|--|--|--|--|
|   | Director                                | 10% Owner  | Officer | Other |  |  |  |  |
| NOONAN THOMAS E<br>2300 WINDY RIDGE PARKWAY<br>SUITE 700<br>ATLANTA, GA 30339 | 2300 WINDY RIDGE PARKWAY<br>SUITE 700 X |            |         |       |  |  |  |  |
| Signatures  |   |            |         |       |  |  |  |  |
| /s/ Larry W. Shackelford as Attorney Noonan                                   | 04/04/2005                              |            |         |       |  |  |  |  |
| <u>**</u> Signature of Reportin   | 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.