MANHATTAN ASSOCIATES INC Form 4 February 27, 2003

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

#### FORM 4

#### 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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

l <b>.</b>		Address of Ro Last, First, Mid Deepak		2.	Trad	er Name and Ticker or ling Symbol nattan Associates, Inc. (MANH)	3.		ication Number of Reporting entity (Voluntary)
	2300 Wind	ly Ridge Parkw	ay, Suite	4.	<b>State</b> 2/26/	ement for (Month/Day/Year)	5.	If Amendmen (Month/Day/Y	nt, Date of Original
		(Street)		6.		tionship of Reporting Person(s) to er (Check All Applicable)	7.	Individual or (Check Applic	Joint/Group Filing able Line)
	Atlanta, G	A 30339		_	X	Director <sub>O</sub> 10% Owner		X	Form filed by One Reporting Person
	(City)	(State)	(Zip)		0	Officer (give title below)  Other (specify below)		o	Form filed by More than One Reporting Person

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).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction Code (Instr. 8)	Securities a or Dispose (Instr. 3, 4 d	d of (D)		5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
					Code V	Amount	(A) or (D)	Price					
Common Stock	2/26/03				S	75,000	D	\$21.00					
Common Stock	2/26/03				S	50,000	D	\$20.75					
Common Stock	2/26/03				S	5,000	D	\$20.60		519,093	I*		By Limited Partnership
Common Stock										100,061	D		

Common

Common Stock

Common

Stock

Stock

By Wife

By Children

By Trust

413

6,000

42,126

 $I^*$ 

 $I^*$ 

 $I^*$ 

# $\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Code V (A) (D)	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)	 Transaction Code (Instr. 8)	5.	Securities	A) or Dispos
								Code V		(A)	( <b>D</b> )

Т					
Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount 8. of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Expiration Exercisable Date	Amount or Number of Title Shares				
	Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration	Date Exercisable and Expiration Date (Month/Day/Year)  Title and Amount 8. of Underlying Securities (Instr. 3 and 4)  Amount or Number of	Date Exercisable and Expiration Date  Month/Day/Year)  Amount or Number of  Pate, puts, calls, warrs  7. Title and Amount 8. Price of of Underlying Derivative Security (Instr. 3 and 4) (Instr. 5)	Date Exercisable and Expiration Date (Instr. 3 and 4)  Amount or Date Expiration  Amount or Number of Expiration, convertible security  Amount or Number of Expiration, convertible security  (Instr. 3 and 4)  Amount or Number of Expiration  (Instr. 3 and 4)  Amount or Number of Expiration  (Instr. 4)	Date Exercisable and Expiration Date (Month/Day/Year)  Title and Amount 8. Price of of Underlying Derivative Securities Beneficially Owned (Instr. 3) and 4)  Amount or Number of Date Expiration Securities  Amount or Number of Date Expiration Securities  Amount or Number of Securities Securities Securities Securities Security Following Reported (Instr. 4)  Amount or Number of Securities Securities Security Following Reported (Instr. 4)

**Explanation of Responses:** 

/s/ Larry W. Shackelford Larry W. Shackelford, Esq., As Attorney-in-Fact for Deepak Raghavan

2/27/03

<sup>\*</sup> The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

**Signature of Reporting Date Person

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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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).