

Edgar Filing: MANUGISTICS GROUP INC - Form SC 13G

MANUGISTICS GROUP INC
Form SC 13G
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 6) (1)

Manugistics Group, Inc.

(Name of Issuer)

Common Stock, par value \$.002 per share

(Title of Class of Securities)

565011-10-3

(CUSIP Number)

December 31, 2003

(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)

1 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).

Edgar Filing: MANUGISTICS GROUP INC - Form SC 13G

CUSIP No. 565011-10-3

13G

Page 2 of 6 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William M. Gibson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	7,493,900
	6.	SHARED VOTING POWER	1,236,000
	7.	SOLE DISPOSITIVE POWER	7,493,900
	8.	SHARED DISPOSITIVE POWER	1,236,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,729,900

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.7%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: MANUGISTICS GROUP INC - Form SC 13G

CUSIP No. 565011-10-3

13G

Page 3 of 6 Pages

Item 1(a). Name of Issuer:

 Manugistics Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

 9715 Key West Avenue
 Rockville, MD 20850

Item 2(a). Name of Person Filing:

 William M. Gibson

Item 2(b). Address of Principal Business Office or, if None, Residence:

 William M. Gibson
 780 Godfrey Road
 Villanova, PA 19085

Item 2(c). Citizenship:

 United States of America

Item 2(d). Title of Class of Securities:

 Common Stock, par value \$.002 per share

Item 2(e). CUSIP Number:

 565011-10-3

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or
 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a) (6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a) (19) of the Exchange Act;

CUSIP No. 565011-10-3

13G

Page 4 of 6 Pages

Edgar Filing: MANUGISTICS GROUP INC - Form SC 13G

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- (d) Investment company registered under Section 8 of the Investment Company Act;
 - (e) An investment adviser in accordance with Rule 13d-1(b) (1) (ii) (E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act;
 - (j) Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Not Applicable.

Item 4. Ownership.

- (a) Mr. Gibson beneficially owned 8,729,900 shares of common stock on December 31, 2003.
- (b) Mr. Gibson beneficially owned 11.7% of the shares of common stock on December 31, 2003.
- (c) As of December 31, 1999, Mr. Gibson: (i) had sole power to vote or to direct the vote of, and to dispose or to direct the disposition of, 7,493,900 shares of common stock held by a family limited partnership; and (ii) shared power to vote or to direct the vote of, and to dispose or to direct the disposition of, 1,236,000 shares of common stock, which shares represent 726,000 shares held by Mr. Gibson's wife, and 510,000 shares held in a non-profit charitable foundation, with regard to which Mr. Gibson is a member of the Board of Directors and the President and Treasurer.

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 .

Not applicable.

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

Not applicable.

Edgar Filing: MANUGISTICS GROUP INC - Form SC 13G

CUSIP No. 565011-10-3

13G

Page 5 of 6 Pages

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. Certifications.

Not applicable.

CUSIP No. 565011-10-3

13G

Page 6 of 6 Pages

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.

February 17, 2004

(Date)

/s/ William M. Gibson

(Signature)

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William M. Gibson

(Name/Title)