

Daihl Edward Robert
Form 3
March 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Daihl Edward Robert

(Last) (First) (Middle)

9715 KEY WEST AVENUE

(Street)

ROCKVILLE,Â MDÂ 20850

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/01/2005

3. Issuer Name and Ticker or Trading Symbol

MANUGISTICS GROUP INC [MANU]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

Group VP, Revenue Management

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

0

D

Â

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Acquire)	Â (1)	09/07/2014	Common Stock	100,000	\$ 2.415	D	Â
Stock Option (Right to Acquire)	Â (2)	11/03/2014	Common Stock	67,000	\$ 2.585	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daihl Edward Robert 9715 KEY WEST AVENUE ROCKVILLE, MD 20850	Â	Â	Â Group VP, Revenue Management	Â

Signatures

/s/ Edward
Robert Daihl 03/08/2005

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Exercisable in 20 equal quarterly installments on the 7th day of December, March, June, September, commencing December 7, 2004.
Exercisable on the earlier of: (a) the Company achieving adjusted earnings per share over any four consecutive fiscal quarters of \$.08, at which time 50% of the outstanding option shall vest, or adjusted earnings per share over any four consecutive fiscal quarters of \$.12, at which time 100% of the outstanding option shall vest; or (b) the seventh anniversary of the date of grant. Adjusted earnings per share shall be calculated for this purpose in the same manner as for the Company's public disclosures.
- (2)

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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