MANATRON INC Form 4/A August 08, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ULANSKI MARTY A**

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

MANATRON INC [(MANA)] 3. Date of Earliest Transaction

(Check all applicable)

MANATRON, INC., 510 E.

(Month/Day/Year) 08/01/2004

Director 10% Owner X_ Officer (give title Other (specify below)

VP of Sales and Bus. Dev.

MILHAM AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

08/09/2004

Person

PORTAGE, MI 49002

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of (D)

(Instr. 3, 4, and 5)

(A)

Code V

(D) Date Exercisable Expiration Date

Title Amount or

Number of Shares

Stock

Option (Right to Buy) (1)

\$ 8.33 08/01/2004

A 10,000

03/17/2005 07/31/2014

Common Stock

10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

ULANSKI MARTY A MANATRON, INC. 510 E. MILHAM AVENUE PORTAGE, MI 49002

VP of Sales and Bus. Dev.

Signatures

/s/ Stephen C. Waterbury, by power of attorney

08/08/2005

**Signature of Reporting Person

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).

The Form 4 originally filed by the Reporting Person in connection with this transaction incorrectly reported that the stock options granted were immediately exercisable and had an expiration date of July 31, 2007. The stock options actually were to become exercisable on three dates, August 1 of 2005, 2006 and 2007, and had an expiration date of July 31, 2014. On March 17, 2005, as reported on the Current

Report on Form 8-K filed by the Issuer on March 22, 2005, the vesting of all unvested stock options previously granted to employees and officers of the Issuer was accelerated and such stock options became immediately exercisable. This Form 4/A reflects the correct date exercisable and expiration date of the subject stock options.

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.

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