

MITCHELL JEFFREY S
Form 4
October 28, 2011

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
MITCHELL JEFFREY S

2. Issuer Name and Ticker or Trading Symbol
MANHATTAN ASSOCIATES INC
[MANH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2300 WINDY RIDGE
PARKWAY, TENTH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Exec. VP--Americas Operations

ATLANTA, GA 30339

4. 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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	10/27/2011		M			8,467 A \$ 27.41	61,135	D	
Common Stock	10/27/2011		M			15,000 A \$ 26.65	76,135	D	
Common Stock	10/27/2011		S			23,467 D \$ 41.2582 <u>(1)</u>	52,668	D	
Common Stock	10/27/2011		M			50,000 A \$ 26.64	102,668	D	
	10/27/2011		S			50,000 D	52,668	D	

Common Stock	\$ 42.4539 <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474
(9-02)

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

1. 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.41	10/27/2011		M	8,467	<u>(3)</u> 12/17/2011	Common Stock	8,467	
Employee Stock Option	\$ 26.65	10/27/2011		M	15,000	<u>(4)</u> 01/23/2012	Common Stock	15,000	
Employee Stock Option	\$ 26.64	10/27/2011		M	50,000	<u>(5)</u> 12/11/2013	Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MITCHELL JEFFREY S
2300 WINDY RIDGE PARKWAY
TENTH FLOOR
ATLANTA, GA 30339

Exec. VP--Americas Operations

Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Jeffrey S. Mitchell

10/28/2011

 **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).

\$41.2582 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$41.0000 to \$41.6600. The filing person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

\$42.4539 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$42.0500 to \$42.7300. The filing person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(3) This option grant vested one third per year over three years; original grant date was 12/17/2001.

(4) This option vested 50% on 01/23/2004 and 50% on 01/23/2005; original grant date was 01/23/2002.

(5) This grant vested at 8.33% per quarter until accelerated in December 2005; original grant date was 12/11/2003.

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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