#### MITCHELL JEFFREY S

Form 4

October 28, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

eporting Person(s) to

10% Owner \_ Other (specify

**OMB APPROVAL** 

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * MITCHELL JEFFREY S				2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person Issuer			
				MANHATTAN ASSOCIATES INC [MANH]	(Check all applicable)			
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% O Other (			
2300 WINDY RIDGE				10/27/2011	below) below)  Exec. VPAmericas Operation			

PARKWAY, TENTH FLOOR

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Exec. VP--Americas Operations

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### ATLANTA, GA 30339

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` ′	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 Indirect Beneficial Ownership (Instr. 4)
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 (1)	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	

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Common 42.4539 Stock (2)

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

#### 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	(3)	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**

Relationships Reporting Owner Name / Address Director 10% Owner Other Officer

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. 10/28/2011 Mitchell

> \*\*Signature of Reporting Person Date

Reporting Owners 2

## **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. 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.