

MANHATTAN ASSOCIATES INC
 Form 4
 August 01, 2013

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 *
 NOONAN THOMAS E

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, SUITE 700
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/31/2013

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

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) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
Common Stock	07/31/2013		M	A	\$ 30.88	32,590	D
Common Stock	07/31/2013		S	D	\$ 88.6383	27,590	D
Common Stock	07/31/2013		M	A	\$ 30.08	28,877	D
Common Stock	07/31/2013		S	D	\$ 88.7124	27,590	D

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

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(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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Employee Director Stock Option	\$ 30.88	07/31/2013		M	5,000	⁽³⁾ 07/01/2014	Common Stock	5,000
Non-Employee Director Stock Option	\$ 30.08	07/31/2013		M	1,287	⁽⁴⁾ 01/02/2014	Common Stock	1,287

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOONAN THOMAS E 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X			

Signatures

/s/ Monica R. Richey, as Attorney-in-Fact for Thomas E. Noonan
08/01/2013

__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).
- (1) \$88.6383 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$88.6000 to \$88.6900. The filing person undertakes to provide full information regarding the number of shares sold at each

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price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

\$88.7124 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices

- (2) ranging from \$88.7000 to \$88.7600. 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) The options were 100% vested as of the date of grant, which was 07/01/2004.
- (4) The options were 100% vested as of the date of grant, which was 01/02/2007.

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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