

Capel Eddie  
Form 4  
February 06, 2012

**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 \*  
Capel Eddie

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)  
02/03/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP-Global 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) (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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/03/2012		M			17,500	A	\$ 21.2	68,399	D	
Common Stock	02/03/2012		M			7,500	A	\$ 25.75	75,899	D	
Common Stock	02/03/2012		M			10,500	A	\$ 15.53	86,399	D	
Common Stock	02/03/2012		S			35,500	D	\$ 46.5064	50,899	D	
	02/03/2012		S			7,500	D		43,399	D	

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Common Stock \$ 46.7514  
(2)

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

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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	\$ 21.2	02/03/2012		M	17,500	(3) 01/04/2013	Common Stock 17,500
Employee Stock Option	\$ 25.75	02/03/2012		M	7,500	(4) 01/02/2015	Common Stock 7,500
Employee Stock Option	\$ 15.53	02/03/2012		M	10,500	(5) 01/19/2016	Common Stock 10,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Capel Eddie 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339			Executive VP-Global Operations	

## Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Eddie Capel 02/06/2012

\*\*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).

\$46.5064 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$46.0000 to \$46.8100. 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.

\$46.7514 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$46.0300 to \$46.8050. 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 vested 25% per year for 4 years; original grant dated was 01/04/06.

(4) This option vested 25% per year for 4 years; original grant dated was 01/02/08.

(5) This option vested 25% per year for 4 years; original grant dated was 01/19/09.

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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