

MITCHELL JEFFREY S
Form 4
April 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
04/28/2010

____ 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) (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		
				Code V	Amount		
Common Stock	04/28/2010		M	12,500	A \$ 15.53	62,623	D
Common Stock	04/28/2010		M	300	A \$ 21.2	62,923	D
Common Stock	04/28/2010		S	12,800	D \$ 29.44	50,123	D

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

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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
Common Stock	\$ 15.53	04/28/2010		M	12,500	(2)	01/19/2016	Common Stock	12,500
Common Stock	\$ 21.2	04/28/2010		M	300	(3)	01/04/2013	Common Stock	300

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/ David M. Eaton, as Attorney-in-Fact for Jeffrey S. Mitchell

04/29/2010

**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).

\$29.44 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices

- (1) ranging from \$29.23 to \$29.84. 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.
- (2) The options vest in equal annual 25% increments beginning on the first anniversary of the date of grant, which was 01/19/2009.
- (3) The options vested in equal annual 25% increments beginning on the first anniversary of the date of grant, which was 01/04/2006.

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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