

MANHATTAN ASSOCIATES INC  
 Form 4  
 September 12, 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 \*  
 Howell Robert G

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, 10TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/10/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr VP, Americas Sales

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	09/10/2013		M	2,550	A \$ 25.75	11,566	D
Common Stock	09/10/2013		S	2,550	D \$ 92.811 <sup>(1)</sup>	9,016	D
Common Stock	09/10/2013		M	2,194	A \$ 15.53	11,210	D
Common Stock	09/10/2013		S	2,194	D \$ 92.5054 <sup>(2)</sup>	9,016	D
	09/10/2013		S	2,146	D	6,870	D

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Common Stock					\$	92.6427		
					(3)			
Common Stock	09/11/2013		M	356	A	\$ 15.53	7,226	D
Common Stock	09/11/2013		S	356	D	\$ 92.8121	6,870	D
						(4)		
Common Stock	09/11/2013		S	624	D	\$ 92.7105	6,246	D
						(5)		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 25.75	09/10/2013		M	2,550	(6)	01/02/2015	Common Stock	2,550
Employee Stock Option	\$ 15.53	09/10/2013		M	2,194	(7)	01/19/2016	Common Stock	2,194
Employee Stock Option	\$ 15.53	09/11/2013		M	356	(7)	01/19/2016	Common Stock	356

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Howell Robert G  
2300 WINDY RIDGE PARKWAY  
10TH FLOOR  
ATLANTA, GA 30339

Sr VP, Americas Sales

Signatures

/s/ Monica R. Richey, as Attorney-in-Fact for Robert G.  
Howell

09/12/2013

\_\_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) \$92.8110 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$92.5000 to \$92.8800. 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) \$92.5054 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$92.5000 to \$92.5600. 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) \$92.6427 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$92.5000 to \$92.8600. 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.
  - (4) \$92.8121 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$92.7700 to \$92.8200. 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.
  - (5) \$92.7105 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$92.5800 to \$92.7900. 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.
  - (6) These options vest 25% on the anniversary date of the grant until fully vested; original grant date is 01/02/2008.
  - (7) These options vest 25% on the anniversary date of the grant until fully vested; original grant date is 01/19/2009.

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.