

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-27**
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REPORTING OWNER

HUNTZ JOHN J JR

CIK: **1200814**

Type: **4** | Act: **34** | File No.: **000-23999** | Film No.: **12795836**

Mailing Address
*1201 W PEACHTREE
STREET NW
STE 5000
ATLANTA GA 30309*

ISSUER

MANHATTAN ASSOCIATES INC

CIK: **1056696** | IRS No.: **582373424** | State of Incorpor.: **GA** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address
*2300 WINDY RIDGE
PARKWAY SUITE 700
ATLANTA GA 30339*

Business Address
*2300 WINDY RIDGE
PARKWAY SUITE 700
ATLANTA GA 30339
7709557070*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person HUNTZ JOHN J JR			2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC [MANH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
2300 WINDY RIDGE PARKWAY, SUITE 700			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ATLANTA, GA 30339								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/27/2012		<u>M</u>		5,000	A	\$23.24	27,596	D	
Common Stock	04/27/2012		<u>S</u>		5,000	D	\$50.9044 ⁽¹⁾	22,596	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Employee Director Stock Option	\$23.24	04/27/2012		<u>M</u>			5,000	(2)	02/06/2013	Common Stock	5,000	\$ 0	0	D	

Explanation of Responses:

1. \$50.9044 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$50.9000 to \$50.9200. 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 were 100% vested as of the date of grant, which was 02/06/2003.

Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for John J. Huntz

** Signature of Reporting Person

04/30/2012

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.