

GOODWIN PAUL R  
 Form 4  
 February 23, 2011

**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 \*  
 GOODWIN PAUL R

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)  
 02/22/2011

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/22/2011		M	A	2,500	\$ 23.07	19,762	D
Common Stock	02/22/2011		M	A	2,500	\$ 24.33	22,262	D
Common Stock	02/22/2011		M	A	2,500	\$ 21.79	24,762	D
Common Stock	02/22/2011		S	D	7,500	\$ 31.4712	17,262	D
						<u>(1)</u>		

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Common Stock	\$ 23.07	02/22/2011		M	2,500	04/01/2008 <sup>(2)</sup> 04/01/2015	Common Stock	2,500
Common Stock	\$ 24.33	02/22/2011		M	2,500	07/01/2008 <sup>(3)</sup> 07/01/2015	Common Stock	2,500
Common Stock	\$ 21.79	02/22/2011		M	2,500	10/01/2008 <sup>(4)</sup> 10/01/2015	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN PAUL R 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X			

## Signatures

/s/ Jessica L. Nash, as Attorney-in-Fact for Paul R.  
Goodwin

02/23/2011

\_\_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) \$31.4712 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$31.4000 to \$31.6150. 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.

- (2) The options were 100% vested as of the date of grant, which was 04/01/2008.
- (3) The options were 100% vested as of the date of grant, which was 07/01/2008.
- (4) The options were 100% vested as of the date of grant, which was 10/01/2008.

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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