

STORY DENNIS B  
Form 4  
May 13, 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 \*  
STORY DENNIS B

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2011

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President & CFO

(Street)  
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)			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	05/11/2011		M			5,250	A	\$ 15.53	42,399	D	
Common Stock	05/11/2011		M			7,500	A	\$ 21.54	49,899	D	
Common Stock	05/11/2011		S			12,750	D	\$ 36.5736 <u>(1)</u>	37,149	D	
Common Stock	05/12/2011		M			22,500	A	\$ 21.54	54,649	D	
	05/12/2011		S			22,500	D		37,149	D	

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Common Stock \$ 36.5203  
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 15.53	05/11/2011		M	5,250	01/19/2009 <sup>(3)</sup> 01/19/2016	Common Stock	5,250	
Common Stock	\$ 21.54	05/11/2011		M	7,500	03/16/2006 <sup>(3)</sup> 03/16/2013	Common Stock	7,500	
Common Stock	\$ 21.54	05/12/2011		M	22,500	03/16/2006 <sup>(3)</sup> 03/16/2013	Common Stock	22,500	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STORY DENNIS B  
2300 WINDY RIDGE PARKWAY  
TENTH FLOOR  
ATLANTA, GA 30339

Senior Vice President & CFO

## Signatures

/s/ David M. Eaton, as Attorney in Fact for Dennis B. Story

05/13/2011

\*\*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).

\$36.5736 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$36.5000 to \$36.7300. 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.

\$36.5203 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$36.5000 to \$36.6600. 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) The options vest in equal annual installments over a four-year period beginning on the first anniversary of the date of grant.

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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