

SINISGALLI PETER F
 Form 4
 May 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
 SINISGALLI PETER F

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)
 05/19/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO & Director

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/19/2011		M			50,000	A	\$ 21.2	158,603	D	
Common Stock	05/19/2011		M			7	A	\$ 21.98	158,610	D	
Common Stock	05/19/2011		S			50,007	D	\$ 35.9863 <u>(1)</u>	108,603	D	
Common Stock	05/20/2011		M			49,993	A	\$ 21.98	158,596	D	
	05/20/2011		S			49,993	D		108,603	D	

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Common Stock \$ 35.7577
(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
					V	(A) (D)			
Employee Stock Option	\$ 21.2	05/19/2011		M		50,000	⁽³⁾ 01/04/2013	Common Stock	50,000
Employee Stock Option	\$ 21.98	05/19/2011		M		7	⁽⁴⁾ 11/29/2012	Common Stock	7
Employee Stock Option	\$ 21.96	05/20/2011		M		49,993	⁽⁴⁾ 11/29/2012	Common Stock	49,993

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINISGALLI PETER F 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X		President, CEO & Director	

Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Peter F. Sinisgalli 05/23/2011

**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).

\$35.9863 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$35.6200 to \$36.1900. 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.

\$35.7577 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$35.4600 to \$36.1500. 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) This option grant vested 6.25% quarterly over four years from the date of grant which was 01/04/06.

(4) This option grant was 100% vested upon date of grant on 11/29/05, but had restrictions which lapsed 25% per year over four years.

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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