Johar Pervinder Form 5 February 03, 2009

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES 1.0 response... may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Johar Pervinder Symbol MANHATTAN ASSOCIATES INC (Check all applicable) [MANH] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X (Month/Day/Year) \_ Officer (give title Other (specify below) below) 12/31/2008 SVP & Chief Technology Officer 2300 WINDY RIDGE PARKWAY, Â TENTH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ATLANTA, GAÂ 30339 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) Amount (D) Price Common Â Â 01/02/2008 D A4 10,000 A \$0 16,750 Stock Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		Derivative Expiration Date (Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (Right to Buy)	\$ 25.75	01/02/2008	Â	A4	30,000	Â	01/02/2009(1)	01/02/2015	Common Stock	30

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
topotong owner tunner, truncos	Director	10% Owner	Officer	Other			
Johar Pervinder 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339	Â	Â	SVP & Chief Technology Officer	Â			

### **Signatures**

/s/ David Eaton, as Attorney-in-Fact for Pervinder
Johan 02/03/2009

\*\*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) 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 provided 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.

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