LAUTENBACH DAN J

Form 4 April 03, 2009

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

response...

Form 5 obligations

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

LAUTENBACH DAN J

MANHATTAN ASSOCIATES INC [MANH]

below)

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

04/01/2009

X_ Director Officer (give title

10% Owner Other (specify

2300 WINDY RIDGE

PARKWAY, TENTH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(State)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30339

(City)

1. Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I)

(Instr. 4)

(Instr. 8)

Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

(Instr. 3, 4 and 5)

(A)

or

\$0

Common Stock

04/01/2009

A 833 A

6,050

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number coof 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Non-Employee Director Stock Option (Right-to-Buy)	\$ 17.41	04/01/2009		A	2,500	04/01/2009	04/01/2016	Common Stock	2,5

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
AUTENBACH DAN J							
00 WINDY RIDGE PARKWAY							

LAUTENBACH DAN J 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339



Signatures

/s/David M. Eaton, as Attorney-in-Fact for Dan J. Lautenbach

**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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.

04/03/2009

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