

GOODWIN PAUL R

Form 4

March 11, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 R2. 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)
03/09/2011☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

ATLANTA, GA 30339

(City) (State) (Zip)

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**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 Beneficial Ownership (Instr. 4)
Common Stock	03/09/2011		M	5,000 A \$ 29.88	22,262	D	
Common Stock	03/09/2011		M	2,500 A \$ 30.08	24,762	D	
Common Stock	03/09/2011		M	2,500 A \$ 27.91	27,262	D	
Common Stock	03/09/2011		S	10,000 D \$ 32.2549 (1)	17,262	D	

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 29.88	03/09/2011		M	5,000	07/17/2003 ⁽²⁾ 07/17/2013	Common Stock 5,000
Common Stock	\$ 30.08	03/09/2011		M	2,500	01/02/2007 ⁽³⁾ 01/02/2013	Common Stock 2,500
Common Stock	\$ 27.91	03/09/2011		M	2,500	07/02/2007 ⁽⁴⁾ 07/02/2013	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

03/11/2011

__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) \$32.2549 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$32.2000 to \$32.4000. 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 07/17/2003.
- (3) The options were 100% vested as of the date of grant, which was 01/02/2007.
- (4) The options were 100% vested as of the date of grant, which was 07/02/2007.

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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