MITCHELL JEFFREY S

Form 4

February 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

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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 MITCHEL	2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC [MANH]					s	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	(Month)									Director 10% Owner Officer (give title Other (specify below) Exec. VPAmericas Operations			
ATLANTA	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) NTA, GA 30339						A - -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Nor	ı-I	Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transact Code (Instr. 8))	4. Securiti mr Dispose (Instr. 3, 4	ed of (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	02/06/2012			M		15,000	A	\$ 28.06	69,562	D			
Common Stock	02/06/2012			S		15,000	D	\$ 46.0666	54,562	D			

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

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(1)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Employee Stock Option	\$ 28.06	02/06/2012		M	15,000	(2)	06/06/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MITCHELL JEFFREY S 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339

Exec. VP--Americas Operations

Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Jeffrey S. Mitchell

02/07/2012

**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).
- \$46.0666 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices (1) ranging from \$46.0000 to \$46.4800. 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.
- (2) These options vested 1/3 per year for 3 years until accelerated in December 2005; original grant date 06/06/03.

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.

Reporting Owners 2