

LAUTENBACH DAN J

Form 4

December 02, 2010

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

Check this box
if no longer
subject to
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAUTENBACH DAN J

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, TENTH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/01/2010		M		2,500	A	\$ 17.41	15,315 D
Common Stock	12/01/2010		M		2,500	A	\$ 18.27	17,815 D
Common Stock	12/01/2010		M		2,500	A	\$ 19.88	20,315 D
Common Stock	12/01/2010		S		7,500	D	\$ 31.5299 (1)	12,815 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	\$ 17.41	12/01/2010		M	2,500	04/01/2009 ⁽²⁾ 04/01/2016	Common Stock 2,500
Common Stock	\$ 18.27	12/01/2010		M	2,500	07/01/2009 ⁽³⁾ 07/01/2016	Common Stock 2,500
Common Stock	\$ 19.88	12/01/2010		M	2,500	10/01/2009 ⁽⁴⁾ 10/01/2016	Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAUTENBACH DAN J 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339	X

Signatures

/s/ Jessica L. Nash, as Attorney-in-Fact for Dan J. Lautenbach

12/02/2010

__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) 31.5299 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$31.45 to \$31.65. The filing person undertakes to provide full information regarding the number of shares sold at each price

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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 04/01/2009.
- (3) The options were 100% vested as of the date of grant, which was 07/01/2009.
- (4) The options were 100% vested as of the date of grant, which was 10/01/2009.

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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