

Capel Eddie
Form 4
November 09, 2011

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Capel Eddie

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)
11/08/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Executive VP-Global Operations

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 (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 11/08/2011 | | M | | | 15,000 | A | \$ 25.75 | 62,339 | D | |
| Common Stock | 11/08/2011 | | M | | | 1,229 | A | \$ 24.7 | 63,568 | D | |
| Common Stock | 11/08/2011 | | M | | | 6,771 | A | \$ 24.7 | 70,339 | D | |
| Common Stock | 11/08/2011 | | S | | | 23,000 | D | \$ 44.0264 | 47,339 | D | |
| | | | | | | | | <u>(1)</u> | | | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option | \$ 25.75 | 11/08/2011 | | M | 15,000 | ⁽²⁾ 01/02/2015 | Common Stock | 15,000 |
| Employee Stock Option | \$ 24.7 | 11/08/2011 | | M | 1,229 | ⁽³⁾ 12/27/2012 | Common Stock | 1,229 |
| Employee Stock Option | \$ 24.7 | 11/08/2011 | | M | 6,771 | ⁽³⁾ 12/27/2012 | Common Stock | 6,771 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Capel Eddie 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339 | | | Executive VP-Global Operations | |

Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Eddie Capel
11/09/2011

**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).

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\$44.0264 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices

- (1) ranging from \$44.0000 to \$44.1250. 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) This option vests 25% per year for four years from original date of grant; original grant date was 01/02/2008.
- (3) The options vested at 25% per year for 4 years until accelerated in December 2005; original grant date was 12/27/02.

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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