

Capel Eddie  
Form 4  
January 29, 2013

**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 \*  
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)  
01/26/2013

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

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

ATLANTA, GA 30339

(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                    | 01/26/2013                           |                                                    | F                              |                                                                   | 774    | D \$ 64.38       | 83,007                                                                                        | D                                                        |                                   |
| Common Stock                    | 01/27/2013                           |                                                    | F                              |                                                                   | 1,052  | D \$ 64.38       | 81,955                                                                                        | D                                                        |                                   |
| Common Stock                    | 01/27/2013                           |                                                    | A                              |                                                                   | 3,152  | A \$ 64.38 (1)   | 85,107                                                                                        | D                                                        |                                   |
| Common Stock                    | 01/27/2013                           |                                                    | F                              |                                                                   | 1,052  | D \$ 64.38       | 84,055                                                                                        | D                                                        |                                   |
|                                 | 01/28/2013                           |                                                    | F                              |                                                                   | 1,438  | D                | 82,617                                                                                        | D                                                        |                                   |

# Edgar Filing: Capel Eddie - Form 4

|                 |            |  |   |       |             |                    |          |
|-----------------|------------|--|---|-------|-------------|--------------------|----------|
| Common<br>Stock |            |  |   |       | \$<br>63.89 |                    |          |
| Common<br>Stock | 01/28/2013 |  | A | 4,067 | A           | \$<br>63.89<br>(2) | 86,684 D |
| Common<br>Stock | 01/28/2013 |  | F | 1,951 | D           | \$<br>63.89        | 84,733 D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                    |
|-----------------------------------------------------------------------------|----------------------------------|
|                                                                             | Director 10% Owner Officer Other |
| Capel Eddie<br>2300 WINDY RIDGE PARKWAY<br>TENTH FLOOR<br>ATLANTA, GA 30339 | X President<br>& CEO             |

## Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Eddie  
Capel 01/29/2013

\_\_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) These are performance based stock grants under the Company's stock incentive plan, which were granted on January 27, 2011 and vested on January 27, 2013.

(2) These are performance based stock grants under the Company's stock incentive plan, which were granted on January 28, 2010 and vested on January 28, 2013.

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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