

Dabbieri David K  
 Form 4  
 June 16, 2010

**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 \*  
 Dabbieri David K

2. Issuer Name and Ticker or Trading Symbol  
 MANHATTAN ASSOCIATES INC  
 [MANH]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr. V.P. & Chief Legal Officer

(Last) (First) (Middle)  
 2300 WINDY RIDGE  
 PARKWAY, TENTH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/14/2010

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	06/14/2010		M			2,260	A	\$ 15.53	21,884	D	
Common Stock	06/14/2010		S			2,260	D	\$ 29.5104 (1)	19,624	D	
Common Stock	06/15/2010		M			1,490	A	\$ 15.53	21,114	D	
Common Stock	06/15/2010		M			12,500	A	\$ 21.2	33,614	D	
	06/15/2010		M			9,375	A	\$ 21.98	42,989	D	

Common  
Stock

Common Stock 06/15/2010 M 8,750 A \$ 22.28 51,739 D

Common Stock 06/15/2010 S 32,115 D \$ 29.4143 19,624 D  
(2)

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

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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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock	\$ 15.53	06/14/2010		M	2,260	01/19/2009 <sup>(3)</sup>	01/19/2016	Common Stock	2,260
Common Stock	\$ 15.53	06/15/2010		M	1,490	01/19/2009 <sup>(3)</sup>	01/19/2016	Common Stock	1,490
Common Stock	\$ 21.2	06/15/2010		M	12,500	01/04/2006 <sup>(4)</sup>	01/04/2013	Common Stock	12,500
Common Stock	\$ 21.98	06/15/2010		M	9,375	11/29/2005 <sup>(5)</sup>	11/29/2012	Common Stock	9,375
Common Stock	\$ 22.28	06/15/2010		M	8,750	01/05/2005 <sup>(6)</sup>	01/05/2015	Common Stock	8,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dabbiere David K 2300 WINDY RIDGE PARKWAY			Sr. V.P. & Chief Legal	

TENTH FLOOR  
ATLANTA, GA 30339

Officer

## Signatures

/s/ David M. Easton, as Attorney-in-Fact for David K.  
Dabbieri

06/16/2010

\_\_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).

\$29.5104 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(1) ranging from \$29.50 to \$29.54. 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.

\$29.4143 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(2) ranging from \$29.36 to \$29.465. 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.

(3) The options vest in equal annual installments over a four-year period beginning on the first anniversary of the date of grant, which was 01/19/09.

(4) The options vested in equal annual installments over a four-year period beginning on the first anniversary of the date of grant, which was 01/04/06.

(5) The options were fully vested on 11/29/05.

(6) The options were fully vested on 01/05/05.

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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