

MITCHELL JEFFREY S
Form 4
October 27, 2010

FORM 4

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

OMB APPROVAL

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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 *
MITCHELL JEFFREY S

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)
10/25/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Exec. VP--Americas 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 10/25/2010 | | M | | 12,500 | A | \$ 22.28 |
| Common Stock | 10/25/2010 | | M | | 37,500 | A | \$ 21.98 |
| Common Stock | 10/25/2010 | | S | | 50,000 | D | \$ 30.0621 |
| | | | | | | | (1) |

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

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SEC 1474 (9-02)

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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. 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock | \$ 22.28 | 10/25/2010 | | M | 12,500 | ⁽²⁾ 01/05/2015 | Common Stock | 12,500 |
| Common Stock | \$ 21.98 | 10/25/2010 | | M | 37,500 | ⁽³⁾ 11/29/2012 | Common Stock | 37,500 |

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/ Jessica L. Nash, as Attorney-in-Fact for Jeffrey S. Mitchell 10/27/2010

__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) 30.062129 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$29.96 to \$30.25. 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) The reporting person's stock option is exercisable as to 50,000 shares of common stock on January 5, 2006; and exercisable as to 100,000 shares of common stock on January 5, 2007.
- (3) The reporting person's stock option vests immediately and is subject to restrictions on sales. None of the shares of common stock may be sold until 11/29/06; up to 12,500 shares of common stock may be sold on or after 11/29/06; up to 25,000 shares of common stock may be sold on or after 11/29/07; up to 37,500 shares of common stock may be sold on or after 11/29/08; and all 50,000 shares of common stock may sold on or after 11/29/09.

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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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