

Capel Eddie  
Form 4  
October 27, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)  
10/26/2011

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP-Global Operations

2300 WINDY RIDGE PARKWAY, TENTH FLOOR

(Street)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 10/26/2011                           |  | M                              | 9,317 A   | \$ 27.41  | 63,222   | D   |
| Common Stock                    | 10/26/2011                           |  | M                              | 683 A   | \$ 27.41  | 63,905   | D   |
| Common Stock                    | 10/26/2011                           |  | M                              | 6,000 A   | \$ 26.65  | 69,905   | D   |
| Common Stock                    | 10/26/2011                           |  | S                              | 16,000 D  | \$ 40.5292  | 53,905   | D   |
|                                 | 10/26/2011                           |  | S                              | 3,066 D   | <u>(1)</u>  | 50,839   | D   |

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Common Stock \$ 40.5309  
(2)

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option                      | \$ 27.41   | 10/26/2011                           |  | M                              | 9,317   | <u>(3)</u> 12/17/2011                                    | Common Stock  | 9,317                         |
| Employee Stock Option                      | \$ 27.41   | 10/26/2011                           |  | M                              | 683   | <u>(3)</u> 12/17/2011                                    | Common Stock  | 683                           |
| Employee Stock Option                      | \$ 26.65   | 10/26/2011                           |  | M                              | 6,000   | <u>(4)</u> 01/23/2012                                    | Common Stock  | 6,000                         |

## 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 |               |           | Executive VP-Global Operations |       |

## Signatures

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

10/27/2011

\_\_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).

\$40.5292 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(1) ranging from \$40.4000 to \$40.74000. 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.

\$40.5309 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(2) ranging from \$40.4000 to \$40.7200. 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) This option grant vested one third per year over three years; original grant date was 12/17/2001.

(4) This option vested 50% on 01/23/2004 and 50% on 1/23/2005; original grant date was 01/23/2002.

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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