#### NOONAN THOMAS E

Form 4

October 28, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

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obligations

Check this box

**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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

NOONAN THOMAS E Symbol

(Middle)

MANHATTAN ASSOCIATES INC

(Check all applicable)

[MANH]

(Last) (First) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner

(Month/Day/Year)

10/27/2011

\_ Other (specify Officer (give title

2300 WINDY RIDGE PARKWAY, SUITE 700

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30339

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  (A) or				(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	10/27/2011		M	5,000	A	\$ 25.13	26,710	D	
Common Stock	10/27/2011		M	5,000	A	\$ 34.6	31,710	D	
Common Stock	10/27/2011		S	10,000	D	\$ 41.5499	21,710	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option	\$ 25.13	10/27/2011		M	5,000	02/05/2002(2)	02/05/2012	Common Stock
Non-Employee Director Stock Option	\$ 34.6	10/27/2011		M	5,000	04/12/2002(3)	02/12/2012	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

NOONAN THOMAS E
2300 WINDY RIDGE PARKWAY
SUITE 700
ATLANTA, GA 30339

## **Signatures**

/s/ Monica R. Logan, as Attorney-in-Fact for Thomas E.
Noonan

\*\*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).
- \$41.5499 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices (1) ranging from \$41.1501 to \$41.9750. 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 options were 100% vested as of the date of grant, which was 02/05/2002.

Reporting Owners 2

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(3) The options were 100% vested as of the date of grant, which was 04/12/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.