

MITCHELL JEFFREY S  
Form 4  
February 04, 2013

**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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP--Americas 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 02/01/2013                           |  | M                              | 837   | A \$ 30.16          | 47,689  | D  |                                   |
| Common Stock                    | 02/01/2013                           |  | S                              | 837   | D \$ 68.8401<br>(1) | 46,852  | D  |                                   |
| Common Stock                    | 02/01/2013                           |  | M                              | 12,500  | A \$ 15.53          | 59,352  | D  |                                   |
| Common Stock                    | 02/01/2013                           |  | S                              | 12,500  | D \$ 68.9761<br>(2) | 46,852  | D  |                                   |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option                      | \$ 30.16   | 02/01/2013                           |  | M                              | 837   | <sup>(3)</sup> 01/04/2014                                | Common Stock 837  |
| Employee Stock Option                      | \$ 15.53   | 02/01/2013                           |  | M                              | 12,500  | <sup>(4)</sup> 01/19/2016                                | Common Stock 12,500   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| MITCHELL JEFFREY S<br>2300 WINDY RIDGE PARKWAY<br>TENTH FLOOR<br>ATLANTA, GA 30339 |               |           | Exec. VP--Americas Operations |       |

## Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Jeffrey S. Mitchell 02/04/2013

\_\_\_\_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).

\$68.8401 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$68.7900 to \$68.8700. 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)

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\$688.9761 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$68.8700 to \$69.1100. 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 were vested 25% annually as of the date of grant, which was 01/04/2007.

(4) The options were vested 25% annually as of the date of grant, which was 01/19/2009.

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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