

Capel Eddie  
Form 3  
January 29, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Capel Eddie		(Month/Day/Year)	MANHATTAN ASSOCIATES INC [MANH]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/20/2009		
2300 WINDY RIDGE PARKWAY,Â TENTH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
ATLANTA,Â GAÂ 30339			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Executive VP-Global Operations	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,913	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	06/07/2010	Common Stock	7,500	\$ 18.75	D	Â
Employee Stock Option (Right to Buy)	Â (1)	11/30/2010	Common Stock	10,000	\$ 38.98	D	Â
Employee Stock Option (Right to Buy)	Â (1)	07/12/2011	Common Stock	15,000	\$ 28.83	D	Â
Employee Stock Option (Right to Buy)	Â (1)	12/17/2011	Common Stock	10,000	\$ 27.41	D	Â
Employee Stock Option (Right to Buy)	Â (1)	01/23/2012	Common Stock	6,000	\$ 26.65	D	Â
Employee Stock Option (Right to Buy)	Â (1)	09/06/2012	Common Stock	10,000	\$ 19.54	D	Â
Employee Stock Option (Right to Buy)	Â (1)	12/27/2012	Common Stock	8,000	\$ 24.7	D	Â
Employee Stock Option (Right to Buy)	Â (1)	12/16/2013	Common Stock	15,000	\$ 27.77	D	Â
Employee Stock Option (Right to Buy)	Â (1)	01/05/2015	Common Stock	35,000	\$ 22.28	D	Â
Employee Stock Option (Right to Buy)	Â (2)	11/29/2012	Common Stock	17,500	\$ 21.98	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/04/2013	Common Stock	17,500	\$ 21.2	D	Â
Employee Stock Option (Right to Buy)	Â (4)	01/04/2014	Common Stock	27,000	\$ 30.16	D	Â
Employee Stock Option (Right to Buy)	01/02/2009 <sup>(5)</sup>	01/02/2015	Common Stock	30,000	\$ 25.75	D	Â
Employee Stock Option (Right to Buy)	01/19/2010 <sup>(5)</sup>	01/19/2016	Common Stock	42,000	\$ 15.53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Capel Eddie 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339	Â	Â	Â Executive VP-Global Operations	Â

## Signatures

/s/ Emily R. Stuart, as Attorney-in-Fact for Eddie  
Capel

01/29/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) All of these options are currently exercisable.
  - (2) Options to purchase 13,125 shares of common stock are currently exercisable. Options to purchase 4,375 shares of common stock will become exercisable on November 29, 2009.
  - (3) Options to purchase 13,125 shares of common stock are currently exercisable. Options to purchase 4,375 shares of common stock will become exercisable on January 4, 2010.
- Options to purchase 13,500 shares of common stock are currently exercisable. Options to purchase 6,750 shares of common stock will
- (4) become exercisable on January 4, 2010, and options to purchase 6,750 shares of common stock will become exercisable on January 4, 2011.
  - (5) The options vest in equal annual installments over a four-year period beginning on the first anniversary of the date of grant.

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.