

Capel Eddie  
Form 4  
September 04, 2012

**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 \*  
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)  
  
2300 WINDY RIDGE  
PARKWAY, TENTH FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/30/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President & COO

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/30/2012		M			1,425	A	\$ 27.77	46,952	D	
Common Stock	08/30/2012		S			1,425	D	\$ 50.25	45,527	D	
Common Stock	08/30/2012		M			27,000	A	\$ 30.16	72,527	D	
Common Stock	08/30/2012		S			27,000	D	\$ 50.2823	45,527	D	
	08/30/2012		M			7,500	A	\$ 25.75	53,027	D	

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Common  
Stock

Common Stock	08/30/2012	S	7,500	D	\$ 30.3392	45,527	D
					<u>(2)</u>		

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

**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.**

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.77	08/30/2012		M	1,425	<u>(3)</u> 12/16/2013	Common Stock	1,425	
Employee Stock Option	\$ 30.16	08/30/2012		M	27,000	<u>(4)</u> 01/04/2014	Common Stock	27,000	
Employee Stock Option	\$ 25.75	08/30/2012		M	7,500	<u>(5)</u> 01/02/2015	Common Stock	7,500	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Capel Eddie 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339			President & COO	

## Signatures

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

09/04/2012

\_\_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).

\$50.2823 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(1) ranging from \$50.2500 to \$50.3100. 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.

\$50.3392 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(2) ranging from \$50.3100 to \$50.4200. 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 25% per year for four years until accelerated in December 2005; original grant date was 12/16/03.

(4) This option grant vested 25% per year for four years; original grant date was 01/04/07.

(5) This option grant vested 25% per year for four years; original grant date was 01/02/08.

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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