

MANHATTAN ASSOCIATES INC

Form 4

February 10, 2014

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 *
Smith Steven P

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)
01/27/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Int'l Operations

2300 WINDY RIDGE
PARKWAY, 10TH 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/27/2011 | | A | | 7,908 | <u>A</u> (1) | \$ 0 |
| Common Stock | 01/26/2012 | | A | | 12,268 | <u>A</u> (3) | \$ 0 |
| Common Stock | 01/23/2013 | | A | | 12,876 | <u>A</u> (4) | \$ 0 |
| Common Stock | 01/23/2014 | | F | | 1,189 | D | \$ 33.51 |
| Common Stock | 01/26/2014 | | F | | 3,434 | D | \$ 32.7 |
| | | | | | | | 132,683 |
| | | | | | | | 129,249 |

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| | | | | | | | |
|--------------|------------|---|--------|-----------------|----------------------|---------|---|
| Common Stock | 01/27/2014 | F | 4,908 | D | \$ 32.01 | 124,341 | D |
| Common Stock | 01/28/2014 | F | 6,328 | D | \$ 32.25 | 118,013 | D |
| Common Stock | 01/30/2014 | A | 6,219 | <u>A</u> (5) | \$ 0 | 124,232 | D |
| Common Stock | 01/30/2014 | A | 12,720 | <u>A</u> (6) | \$ 0 | 136,952 | D |
| Common Stock | 02/06/2014 | D | 6,497 | D | \$ 33.0177 (7) | 130,455 | D |
| Common Stock | 02/07/2014 | D | 18,085 | D | \$ 33.0571 (8) | 112,370 | D |

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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Steven P 2300 WINDY RIDGE PARKWAY 10TH FLOOR | | | Sr. VP, Int'l Operations | |

ATLANTA, GA 30339

Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Steven P.
Smith

02/10/2014

__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).

(1) These are performance based stock grants under the Company's stock incentive plan, which were granted on January 28, 2010 and were determinable on January 27, 2011. 75% of the award was previously reported. The initial 25% vested on February 28, 2011 and the remaining award vested 25% on each anniversary of the grant date until fully vested.

(2) The amount of securities beneficially owned by the reporting person has been adjusted to reflect a 4-for-1 stock split of the Company's Common Stock, effected in the form of a stock dividend, distributed on January 10, 2014.

(3) These are performance based stock grants under the Company's stock incentive plan, which were granted on January 27, 2011 and were determinable on January 26, 2012. 50% of the award was previously reported. The initial 25% vested on February 28, 2012 and the remaining award vests 25% on each anniversary of the grant dated until fully vested.

(4) These are performance based stock units grants under the Company's stock incentive plan, which were granted on January 26, 2012 and were determinable on January 23, 2013. 25% of the award was previously reported. The initial 25% vested on February 28, 2013 and the remaining award vests 25% on each anniversary of the grant date until fully vested.

(5) Restricted stock unit grants under the Company's stock incentive plan, vesting 25% on each anniversary of the grant date until fully vested.

(6) These are performance based stock unit grants under the Company's stock incentive plan granted January 23, 2013, vesting 25% on February 28, 2014 and 25% on each anniversary of the grant date thereafter until fully vested.

(7) \$33.0177 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$33.0000 to \$33.0800. 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.

(8) \$33.0571 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$33.0100 to \$33.1600. 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.

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.