MANHATTAN ASSOCIATES INC

Form 4 March 02, 2017

FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and A Pinne Linda	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) (1	Middle)	3. Date of Earliest Transaction (Month/Day/Year)				DirectorX Officer (give	e title Othe	Owner er (specify			
2300 WINDY RIDGE			01/26/2017					below) below) Sr VP, Global Corp Controller				
PARKWAY	, TENTH FLOO		., 23, 231.				31 VI, Global Corp Collitoliei					
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line)					
		•				_X_ Form filed by One Reporting Person						
ATLANTA, GA 30339								Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic								f, or Beneficial	ly Owned			
1.Title of	2. Transaction Date	2A. Dee	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security (Month/Day/Year) Execution (Instr. 3) any			on Date, if Transaction(A) or Disposed of (D)				d of (D)	Securities Form: Direct Indirect				
			Code (Instr. 3, 4 and 5)				5)	Beneficially (D) or Beneficia				
(Month/			Day/Year) (Instr. 8)					Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)			
						(A)		Reported Transaction(s)				
						or		(Instr. 3 and 4)				
				Code V		(D)	Price	(Instr. 5 and 1)				
Common Stock	01/26/2017			A	1,004 (1)	A	\$0	16,815	D			
Common	02/28/2017			F	82	D	\$ 50.15	16,733	D			

50.15

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securities (Instr. 3 and 4)		(Instr. 5)]
	Derivative										(
	Security				Acquired]	
					(A) or	() or					J
					Disposed						7
					of (D)						(
					(Instr. 3,	(Instr. 3,					
					4, and 5)						
									Amount		
									or		
							Expiration Date	Title Nun	Number		
									of		
				Code V	(A) (D)				Shares		
				Cout V	(Δ)				Silaies		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pinne Linda C. 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339

Sr VP, Global Corp Controller

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Linda C. Pinne

03/02/2017

**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 unit grants under the Company's stock incentive plan granted January 28, 2016, vesting 25% on February 28, 2017 and 25% on January 31st of each year thereafter until fully vested.

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.

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