

STORY DENNIS B  
Form 4  
October 22, 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 \*  
STORY DENNIS B

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/19/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President & CFO

(Street)  
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                    | 10/19/2012                           |  | M                              |   |   | 11,375 | A   | \$ 21.54   | 29,290                            | D          |       |
| Common Stock                    | 10/19/2012                           |  | S                              |   |   | 11,375 | D   | \$ 61.5593<br>(1)  | 17,915                            | D          |       |
| Common Stock                    | 10/19/2012                           |  | M                              |   |   | 5,250  | A   | \$ 15.53   | 23,165                            | D          |       |
| Common Stock                    | 10/19/2012                           |  | S                              |   |   | 5,250  | D   | \$ 61.2885<br>(2)  | 17,915                            | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option                      | \$ 21.54   | 10/19/2012                           |  | M                              | 11,375  | <sup>(3)</sup> 03/16/2013                                | Common Stock  | 11,375                     |
| Employee Stock Option                      | \$ 15.53   | 10/19/2012                           |  | M                              | 5,250   | <sup>(4)</sup> 01/19/2016                                | Common Stock  | 5,250                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| STORY DENNIS B<br>2300 WINDY RIDGE PARKWAY<br>TENTH FLOOR<br>ATLANTA, GA 30339 |               |           | Senior Vice President & CFO |       |

## Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Dennis B. Story

10/22/2012

\*\*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).

\$61.5593 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.4212 to \$62.0200. 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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\$61.2885 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.1650 to \$61.4212. 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 vest in equal annual installments over a four-year period beginning on the first anniversary of the date of grant; original grant date was 03/16/06.
- (4) The options vest in equal annual installments over a four-year period beginning on the first anniversary of the date of grant; original grant date was 01/19/09.
- (5) The previous Form 4 filed on May 13, 2011 inadvertently reflected that there were 0 remaining options; the correct number of options remaining as of that date was 10,500.

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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