

SINISGALLI PETER F  
 Form 4  
 May 25, 2011

**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 \*  
 SINISGALLI PETER F

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, SUITE 700  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/23/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, CEO & Director

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/23/2011		M			1,939	A	\$ 22.28	110,542	D	
Common Stock	05/23/2011		S			1,939	D	\$ 35.4206 (1)	108,603	D	
Common Stock	05/24/2011		M			14,918	A	\$ 22.28	123,521	D	
Common Stock	05/24/2011		S			14,918	D	\$ 35.4102 (2)	108,603	D	

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Common Stock	05/25/2011		M	13,237	A	\$ 22.28	121,840	D
Common Stock	05/25/2011		S	13,237	D	\$ <u>(3)</u>	108,603	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 22.28	05/23/2011		M	1,939	<u>(4)</u>	01/05/2015	Common Stock	1,939
Employee Stock Option	\$ 22.28	05/24/2011		M	14,918	<u>(4)</u>	01/05/2015	Common Stock	14,918
Employee Stock Option	\$ 22.28	05/25/2011		M	13,237	<u>(4)</u>	01/05/2015	Common Stock	13,237

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINISGALLI PETER F 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X		President, CEO & Director	

## Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Peter F.  
Sinisgalli

05/25/2011

\_\_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).

\$35.4206 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(1) ranging from \$35.4000 to \$35.4500. 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.

\$35.4102 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(2) ranging from \$35.4000 to \$35.5400. 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.

\$35.4064 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(3) ranging from \$35.4000 to \$35.4700. 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.

(4) This option grant vested 6.25% quarterly until accelerated in December 2005; original grant date was 01/05/05.

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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