

MANHATTAN ASSOCIATES INC  
 Form 4  
 February 11, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Howell Robert G

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, 10TH FLOOR  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/27/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr VP, Americas Sales

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 or Price		
Common Stock	01/27/2011		A		864 <sup>(A)</sup> <sub>(1)</sub> \$ 0	25,848 <sup>(2)</sup>	D
Common Stock	01/26/2012		A		1,528 <sup>(A)</sup> <sub>(3)</sub> \$ 0	27,376	D
Common Stock	01/24/2013		A		1,736 <sup>(A)</sup> <sub>(4)</sub> \$ 0	29,112	D
Common Stock	01/23/2014		F		650 D \$ 33.51	28,462	D
Common Stock	01/26/2014		F		450 D \$ 32.7	28,012	D

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Common Stock	01/27/2014	F	496	D	\$ 32.01	27,516	D
Common Stock	01/28/2014	F	567	D	\$ 32.25	26,949	D
Common Stock	01/30/2014	A	5,441	<u>A</u> (5)	\$ 0	32,390	D
Common Stock	01/30/2014	A	7,195	<u>A</u> (6)	\$ 0	39,585	D

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

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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 Beneficially Owned (Instr. 5)
				Code	V	(A) (D)	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howell Robert G 2300 WINDY RIDGE PARKWAY 10TH FLOOR ATLANTA, GA 30339			Sr VP, Americas Sales	

## Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Robert G. Howell  
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 date until fully vested.

(4) These are performance based stock unit grants under the Company's stock incentive plan, which were granted on January 26, 2012 and 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.

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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