

MITCHELL JEFFREY S  
Form 4  
April 27, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MITCHELL JEFFREY S

2. Issuer Name and Ticker or Trading Symbol  
MANHATTAN ASSOCIATES INC  
[MANH]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec. VP--Americas Operations

(Last) (First) (Middle)  
2300 WINDY RIDGE  
PARKWAY, TENTH FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/23/2010

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                    | 04/23/2010                           |  | M                              |   | 10,000  | A  | \$ 18.85  |
| Common Stock                    | 04/23/2010                           |  | M                              |   | 30,000  | A  | \$ 19.54  |
| Common Stock                    | 04/23/2010                           |  | M                              |   | 12,500  | A  | \$ 21.98  |
| Common Stock                    | 04/23/2010                           |  | S                              |   | 52,500  | D  | \$ 29.56  |

(1)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock                               | \$ 18.85   | 04/23/2010                           |  | M                              | 10,000  | <sup>(2)</sup> 07/22/2012                                | Common Stock  | 10,000                     |
| Common Stock                               | \$ 19.54   | 04/23/2010                           |  | M                              | 30,000  | <sup>(3)</sup> 09/06/2012                                | Common Stock  | 30,000                     |
| Common Stock                               | \$ 21.98   | 04/23/2010                           |  | M                              | 12,500  | <sup>(4)</sup> 11/29/2012                                | Common Stock  | 12,500                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| MITCHELL JEFFREY S<br>2300 WINDY RIDGE PARKWAY<br>TENTH FLOOR<br>ATLANTA, GA 30339 |               |           | Exec. VP--Americas Operations |       |

## Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Jeffrey S. Mitchell 04/27/2010

\_\_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).

\$29.56 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$29.19 to \$29.911. 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.

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- (2) The options vested in equal annual 25% increments beginning on the first anniversary of the date of grant, which was 07/22/2002.
- (3) The options vested in equal annual 25% increments beginning on the first anniversary of the date of grant, which was 09/06/2002.
- (4) The options vested as to 12,500 shares of common stock on 11/29/2006, as to 25,000 shares of common stock on 11/29/2007, as to 37,500 shares of common stock on 11/29/2008 and as to 50,000 shares of common stock on 11/29/2009.

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.