

Capel Eddie  
Form 4  
November 09, 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 \*  
Capel Eddie

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2011

\_\_\_\_ Director  
 Officer (give title below) Executive VP-Global Operations  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

2300 WINDY RIDGE  
PARKWAY, TENTH FLOOR

(Street)

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

ATLANTA, GA 30339

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/08/2011		M	15,000	A	\$ 25.75	62,339	D
Common Stock	11/08/2011		M	1,229	A	\$ 24.7	63,568	D
Common Stock	11/08/2011		M	6,771	A	\$ 24.7	70,339	D
Common Stock	11/08/2011		S	23,000	D	\$ 44.0264	47,339	D
						<u>(1)</u>		

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 25.75	11/08/2011		M	15,000	<u>(2)</u>	01/02/2015	Common Stock	15,000
Employee Stock Option	\$ 24.7	11/08/2011		M	1,229	<u>(3)</u>	12/27/2012	Common Stock	1,229
Employee Stock Option	\$ 24.7	11/08/2011		M	6,771	<u>(3)</u>	12/27/2012	Common Stock	6,771

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Capel Eddie  
2300 WINDY RIDGE PARKWAY  
TENTH FLOOR  
ATLANTA, GA 30339

Executive VP-Global Operations

## Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Eddie Capel

11/09/2011

\*\*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).

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\$44.0264 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices

- (1) ranging from \$44.0000 to \$44.1250. 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) This option vests 25% per year for four years from original date of grant; original grant date was 01/02/2008.
- (3) The options vested at 25% per year for 4 years until accelerated in December 2005; original grant date was 12/27/02.

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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