

NOONAN THOMAS E  
Form 4  
February 24, 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 \*  
NOONAN THOMAS E

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)  
02/23/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2300 WINDY RIDGE  
PARKWAY, SUITE 700

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/23/2012		M			5,000	A	\$ 24.42	26,710	D	
Common Stock	02/23/2012		M			5,000	A	\$ 23.88	31,710	D	
Common Stock	02/23/2012		M			5,000	A	\$ 23.2	36,710	D	
Common Stock	02/23/2012		M			1,580	A	\$ 22	38,290	D	
Common Stock	02/23/2012		S			16,580	D	\$ 47.0033	21,710	D	

(1)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Employee Director Stock Option	\$ 24.42	02/23/2012		M	5,000	<u>(2)</u> 10/01/2014	Common Stock	5,000
Non-Employee Director Stock Option	\$ 23.88	02/23/2012		M	5,000	<u>(3)</u> 01/03/2015	Common Stock	5,000
Non-Employee Director Stock Option	\$ 23.2	02/23/2012		M	5,000	<u>(4)</u> 10/03/2015	Common Stock	5,000
Non-Employee Director Stock Option	\$ 22	02/23/2012		M	1,580	<u>(5)</u> 04/03/2013	Common Stock	1,580

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOONAN THOMAS E 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X			

## Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Thomas E.  
Noonan

02/24/2012

\_\_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).

\$47.0033 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices

- (1) ranging from \$47.0000 to \$47.0500. 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) The options were 100% vested as of the date of grant, which was 10/01/2004.
- (3) The options were 100% vested as of the date of grant, which was 01/03/2005.
- (4) The options were 100% vested as of the date of grant, which was 10/03/2005.
- (5) The options were 100% vested as of the date of grant, which was 04/03/2006.

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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