

GOODWIN PAUL R  
Form 4  
March 01, 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 \*  
GOODWIN PAUL R

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)  
02/28/2011

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

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	02/28/2011		M			5,000	A	\$ 24.42	22,262	D	
Common Stock	02/28/2011		M			5,000	A	\$ 24.14	27,262	D	
Common Stock	02/28/2011		M			2,500	A	\$ 25.75	29,762	D	
Common Stock	02/28/2011		M			2,500	A	\$ 24.81	32,262	D	
Common Stock	02/28/2011		S			15,000	D	\$ 31.7485	17,262	D	

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(1)

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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Common Stock	\$ 24.42	02/28/2011		M	5,000	10/01/2004 <sup>(2)</sup> 10/01/2014	Common Stock	5,000	
Common Stock	\$ 24.14	02/28/2011		M	5,000	10/02/2006 <sup>(3)</sup> 10/02/2013	Common Stock	5,000	
Common Stock	\$ 25.75	02/28/2011		M	2,500	01/02/2008 <sup>(4)</sup> 01/02/2015	Common Stock	2,500	
Common Stock	\$ 24.81	02/28/2011		M	2,500	01/04/2010 <sup>(5)</sup> 01/04/2017	Common Stock	2,500	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN PAUL R 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X			

## Signatures

/s/ Jessica L. Nash, as Attorney-in-Fact for Paul R. Goodwin

03/01/2011

\_\_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).

\$31.7485 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices

- (1) ranging from \$31.6750 to \$31.7900. 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 10/02/2006.
- (4) The options were 100% vested as of the date of grant, which was 01/02/2008.
- (5) The options were 100% vested as of the date of grant, which was 01/04/2010.

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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