

MITCHELL JEFFREY S

Form 4

April 27, 2010

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

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

OMB APPROVAL

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(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)

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

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Exec. VP--Americas Operations

(Street)
ATLANTA, GA 30339

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	60,123	D	
Common Stock	04/23/2010		M		30,000	A	\$ 19.54	90,123	D	
Common Stock	04/23/2010		M		12,500	A	\$ 21.98	102,623	D	
Common Stock	04/23/2010		S		52,500	D	\$ 29.56 (1)	50,123	D	

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 18.85	04/23/2010		M		10,000		(2)	07/22/2012	Common Stock	10,000
Common Stock	\$ 19.54	04/23/2010		M		30,000		(3)	09/06/2012	Common Stock	30,000
Common Stock	\$ 21.98	04/23/2010		M		12,500		(4)	11/29/2012	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MITCHELL JEFFREY S 2300 WINDY RIDGE PARKWAY TENTH FLOOR 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
(1) 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.

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