

HUNTZ JOHN J JR  
Form 4  
December 14, 2010

**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 \*  
HUNTZ JOHN J JR

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)  
12/10/2010

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/10/2010		M	A	4,211	\$ 20.37	24,192 D
Common Stock	12/10/2010		S	D	4,211	\$ 31.9048	19,981 D
Common Stock	12/14/2010		M	A	789	\$ 20.37	20,770 D
Common Stock	12/14/2010		M	A	5,000	\$ 20.48	25,770 D
	12/14/2010		S	D	5,789	\$ 31.75	19,981 D

Common  
Stock

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		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
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date		
Common Stock	\$ 20.37	12/10/2010		M	V	4,211		04/01/2005 <sup>(2)</sup> 04/01/2015	Common Stock	4,211
Common Stock	\$ 20.37	12/14/2010		M		789		04/01/2005 <sup>(2)</sup> 04/01/2015	Common Stock	789
Common Stock	\$ 20.48	12/14/2010		M		5,000		01/03/2006 <sup>(3)</sup> 01/03/2013	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTZ JOHN J JR 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339		X		

## Signatures

/s/ Jessica L. Nash, as Attorney-in-Fact for John J. Huntz

12/14/2010

\_\_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).

\$31.9048 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices

(1) ranging from \$31.90 to \$31.94. 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 04/01/2005.

(3) The options were 100% vested as of the date of grant, which was 01/03/2006.

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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