

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Howell Robert G</u>			<u>MANHATTAN ASSOCIATES INC [</u>			<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP, Americas Sales</u>		
(Last) (First) (Middle)			<u>MANH ]</u>					
<u>2300 WINDY RIDGE PARKWAY</u>			3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<u>10TH FLOOR</u>			<u>01/27/2011</u>					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>ATLANTA GA 30339</u>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/27/2011		A		864	A <sup>(1)</sup>	\$0.00	25,848 <sup>(2)</sup>	D	
Common Stock	01/26/2012		A		1,528	A <sup>(3)</sup>	\$0.00	27,376	D	
Common Stock	01/24/2013		A		1,736	A <sup>(4)</sup>	\$0.00	29,112	D	
Common Stock	01/23/2014		F		650	D	\$33.51	28,462	D	
Common Stock	01/26/2014		F		450	D	\$32.7	28,012	D	
Common Stock	01/27/2014		F		496	D	\$32.01	27,516	D	
Common Stock	01/28/2014		F		567	D	\$32.25	26,949	D	
Common Stock	01/30/2014		A		5,441	A <sup>(5)</sup>	\$0.00	32,390	D	
Common Stock	01/30/2014		A		7,195	A <sup>(6)</sup>	\$0.00	39,585	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

**Explanation of Responses:**

- These are performance based stock grants under the Company's stock incentive plan, which were granted on January 28, 2010 and were determinable on January 27, 2011. 75% of the award was previously reported. The initial 25% vested on February 28, 2011 and the remaining award vested 25% on each anniversary of the grant date until fully vested.
- The amount of securities beneficially owned by the reporting person has been adjusted to reflect a 4-for-1 stock split of the Company's Common Stock, effected in the form of a stock dividend, distributed on January 10, 2014.
- These are performance based stock grants under the Company's stock incentive plan, which were granted on January 27, 2011 and were determinable on January 26, 2012. 50% of the award was previously reported. The initial 25% vested on February 28, 2012 and the remaining award vests 25% on each anniversary of the grant date until fully vested.
- These are performance based stock unit grants under the Company's stock incentive plan, which were granted on January 26, 2012 and determinable on January 23, 2013. 25% of the award was previously reported. The initial 25% vested on February 28, 2013 and the remaining award vests 25% on each anniversary of the grant date until fully vested.
- Restricted stock unit grants under the Company's stock incentive plan, vesting 25% on each anniversary of the grant date until fully vested.
- These are performance based stock unit grants under the Company's stock incentive plan granted January 23, 2013, vesting 25% on February 28, 2014 and 25% on each anniversary of the grant date thereafter until fully vested.

**Remarks:**

/s/ David M. Eaton, as  
Attorney-in-Fact for Robert G. Howell 02/10/2014

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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