## 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

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								
OMB Number:	3235-0287							
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hours per response	0.5							

			2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC[MANH]	5. Relationship of Reporting Person(s) t Issuer (Check all applicable)				
FLOOR	00 WINDY RIDGE PARKWAY, TENTH OOR		3. Date of Earliest Transaction (Month/Day/Year) 02/01/2013	Director 10% Owner  Control Other (specify below)  Exec. VPAmericas Operations				
(Street) ATLANTA GA 30339  (City) (State) (Zip)			4. If Amendment, Date of 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				

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. Transac Code (Instr. 8)		4. Secur or Dispo (Instr. 3,	sed		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)			
Common Stock	02/01/2013		M		837	Α	\$ 30.16	47,689	D			
Common Stock	02/01/2013		S		837	D	\$ 68.8401 (1)	46,852	D			
Common Stock	02/01/2013		М		12,500	Α	\$ 15.53	59,352	D			
Common Stock	02/01/2013		S		12,500	D	\$ 68.9761 (2)	46,852	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. Transac Code (Instr. 8		Number of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		on Amount of Underlying		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$ 30.16	02/01/2013		М			837	(3)	01/04/2014	Common Stock	837	\$0	0	D	
Employee Stock Option	\$ 15.53	02/01/2013		м			12,500	(4)	01/19/2016	Common Stock	12,500	\$ 0	0	D	

## **Explanation of Responses:**

- 1. \$68.8401 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$68.7900 to \$68.8700. 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. \$688.9761 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$68.8700 to \$69.1100. 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.
- 3. The options were vested 25% annually as of the date of grant, which was 01/04/2007.
- 4. The options were vested 25% annually as of the date of grant, which was 01/19/2009.

/s/ Monica R. Logan, as
Attorney-in-Fact for Jeffrey 02/04/2013
S. Mitchell

\*\* 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.

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 Number.