

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: December 31, 2014
 Estimated average burden hours per response: 0.5

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* <u>MITCHELL JEFFREY S</u> _____ (Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY TENTH FLOOR _____ (Street) ATLANTA GA 30339 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN ASSOCIATES INC [MANH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. VP--Americas Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	

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						Title
Common Stock	\$18.85	04/23/2010		M		10,000	(2)	07/22/2012	Common Stock	10,000	\$0.00	0	D	
Common Stock	\$19.54	04/23/2010		M		30,000	(3)	09/06/2012	Common Stock	30,000	\$0.00	0	D	
Common Stock	\$21.98	04/23/2010		M		12,500	(4)	11/29/2012	Common Stock	12,500	\$0.00	37,500	D	

Explanation of Responses:

- \$29.56 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices 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.
- The options vested in equal annual 25% increments beginning on the first anniversary of the date of grant, which was 07/22/2002.
- The options vested in equal annual 25% increments beginning on the first anniversary of the date of grant, which was 09/06/2002.
- 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.

Remarks:

/s/ David M. Eaton, as Attorney-in-Fact for Jeffrey S. Mitchell 04/27/2010

** 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.