## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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

1. Name and Address of Reporting Person <sup>*</sup> NOONAN THOMAS E			2. Issuer Name <b>and</b> Ticker or Trading Symbol MANHATTAN ASSOCIATES INC[MANH]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 2300 WINDY	ast) (First) (Middle) 00 WINDY RIDGE PARKWAY, SUITE 700		3. Date of Earliest Transaction (Month/Day/Year) 05/15/2014	(Check all applicable) X Director 10% Owner Officer (give title below) (specify below)				
(Street) ATLANTA (City)	GA (State)	30339 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul><li>6. Individual or Joint/Group Filing</li><li>(Check Applicable Line)</li><li>X Form filed by One Reporting Person</li><li>Form filed by More than One</li></ul>				
	. ,	、 · · /		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)	Execution Date,			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	05/15/2014		Α		5,592 <sup>(1)</sup>	Α	<b>\$</b> 0	115,952 <sup>(2)</sup>	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. 5. Transaction D Code D (Instr. 8) Sr (A (A D O (In (In		5. Number of		6. Date Exercisable and		7. Title and Amount of Underlying Securities (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 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				

Explanation of Responses:

1. Restricted stock unit grants under the Company's stock incentive plan, vesting fully on the earlier to occur of the next annual meeting of shareholders and the first anniversary of the grant date.

2. 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.

/s/ David M. Eaton, as Attorney-in-Fact for 05/19 Thomas E. Noonan \*\* Signature of Reporting Person Date

05/19/2014

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.