

| 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| <b>1. Name and Address of Reporting Person *</b><br>MITCHELL JEFFREY S<br><hr/> (Last) (First) (Middle)<br>2300 WINDY RIDGE PARKWAY, TENTH FLOOR<br><hr/> (Street)<br>ATLANTA GA 30339<br><hr/> (City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br>MANHATTAN ASSOCIATES INC[MANH] | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br>Exec. VP--Americas Operations |
|  | <b>3. Date of Earliest Transaction</b><br>(Month/Day/Year)<br>02/01/2013             |  |
|  | <b>4. If Amendment, Date of Original Filed</b><br>(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                    | 02/01/2013                           |  | M                              |   | 837   | A          | \$ 30.16                  | 47,689  | D  |   |
| Common Stock                    | 02/01/2013                           |  | S                              |   | 837   | D          | \$ 68.8401 <sup>(1)</sup> | 46,852  | D  |   |
| Common Stock                    | 02/01/2013                           |  | M                              |   | 12,500  | A          | \$ 15.53                  | 59,352  | D  |   |
| Common Stock                    | 02/01/2013                           |  | S                              |   | 12,500  | D          | \$ 68.9761 <sup>(2)</sup> | 46,852  | D  |   |

