

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

<b>1. Name and Address of Reporting Person*</b> CASSIDY BRIAN J  (Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY, SUITE 700  (Street) ATLANTA GA 30339  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> MANHATTAN ASSOCIATES INC [MANH]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/02/2014	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	12/02/2014		M		17,342	A	\$ 4.8025	1,444,458	D	
Common Stock	12/02/2014		M		5,668	A	\$ 6.0825	150,126	D	
Common Stock	12/02/2014		S		23,010	D	\$ 40	127,116	D	
Common Stock	12/03/2014		M		23	A	\$ 6.0825	127,139	D	
Common Stock	12/03/2014		S		23	D	\$ 40	127,116	D	
Common Stock	12/04/2014		M		4,309	A	\$ 6.0825	131,425	D	
Common Stock	12/04/2014		S		4,309	D	\$ 40	127,116	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 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				
Non-Employee Director Stock Option	\$ 4.8025	12/02/2014		M			17,342	07/01/2005	07/01/2015	Common Stock	17,342	\$ 0	0	D	
Non-Employee Director Stock Option	\$ 6.0825	12/02/2014		M			5,668	07/01/2008	07/01/2015	Common Stock	5,668	\$ 0	4,332	D	
Non-Employee Director Stock Option	\$ 6.0825	12/03/2014		M			23	07/01/2008	07/01/2015	Common Stock	23	\$ 0	4,309	D	
Non-Employee Director Stock Option	\$ 6.0825	12/04/2014		M			4,309	07/01/2008	07/01/2015	Common Stock	4,309	\$ 0	0	D	

**Explanation of Responses:**

/s/ David M. Eaton, as  
Attorney-in-Fact for Brian J. Cassidy  
12/04/2014

\*\* 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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