

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>STORY DENNIS B</b> <hr/> (Last) (First) (Middle) <b>2300 WINDY RIDGE PARKWAY</b> <b>TENTH FLOOR</b> <hr/> (Street) <b>ATLANTA GA 30339</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>MANHATTAN ASSOCIATES INC [ MANH ]</b>			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) <b>Senior Vice President &amp; CFO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>04/23/2010</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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		19,902	A	\$21.54	47,637	D	
Common Stock	04/23/2010		S		19,902	D	\$29.5183 <sup>(1)</sup>	27,735	D	
Common Stock	04/26/2010		M		30,098	A	\$21.54	57,833	D	
Common Stock	04/26/2010		M		5,250	A	\$15.53	63,083	D	
Common Stock	04/26/2010		S		35,348	D	\$29.4999 <sup>(2)</sup>	27,735	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	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock	\$21.54	04/23/2010		M			19,902	(3)	03/16/2013	Common Stock 19,902	\$0.00	155,098	D	
Common Stock	\$21.54	04/26/2010		M			30,098	(3)	03/16/2013	Common Stock 30,098	\$0.00	125,000	D	
Common Stock	\$15.53	04/26/2010		M			5,250	(4)	01/19/2016	Common Stock 5,250	\$0.00	15,750	D	

**Explanation of Responses:**

- \$29.5183 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$29.50 to \$29.70. 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.
- \$29.4999 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$29.48 to \$29.53. 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 grant was vested as to 43,750 shares of common stock on 02/18/07; as to 87,500 shares of common stock on 02/18/08; as to 131,250 shares of common stock on 02/18/09 and as to 175,000 shares of common stock on 02/18/10. The original grant date was 03/16/2006.
- The options vest in equal annual 25% increments beginning on the first anniversary of the date of grant, which was 01/19/2009.

**Remarks:**

/s/ David M. Eaton, as  
Attorney-in-Fact for Dennis B. Story, 04/27/2010  
Story

\*\* 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.**