

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> SINISGALLI PETER F <hr/> (Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY, SUITE 700 <hr/> (Street) ATLANTA GA 30339 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO & Director
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 05/19/2011	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One 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)	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	05/19/2011		M		50,000	A	\$ 21.2	158,603	D	
Common Stock	05/19/2011		M		7	A	\$ 21.98	158,610	D	
Common Stock	05/19/2011		S		50,007	D	\$ 35.9863 <sup>(1)</sup>	108,603	D	
Common Stock	05/20/2011		M		49,993	A	\$ 21.98	158,596	D	
Common Stock	05/20/2011		S		49,993	D	\$ 35.7577 <sup>(2)</sup>	108,603	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				
Employee Stock Option	\$ 21.2	05/19/2011		M			50,000	(3)	01/04/2013	Common Stock	50,000	\$ 0	0	D	
Employee Stock Option	\$ 21.98	05/19/2011		M			7	(4)	11/29/2012	Common Stock	7	\$ 0	49,993	D	
Employee Stock Option	\$ 21.96	05/20/2011		M			49,993	(4)	11/29/2012	Common Stock	49,993	\$ 0	0	D	

**Explanation of Responses:**

- \$35.9863 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$35.6200 to \$36.1900. 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.
- \$35.7577 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$35.4600 to \$36.1500. 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.
- This option grant vested 6.25% quarterly over four years from the date of grant which was 01/04/06.
- This option grant was 100% vested upon date of grant on 11/29/05, but had restrictions which lapsed 25% per year over four years.

/s/ David M. Eaton, as  
Attorney-in-Fact for Peter F. Sinisgalli  
05/23/2011

\*\* 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.**