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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* <u>GOODWIN PAUL R</u>			2. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN ASSOCIATES INC [MANH]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2011</u>			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		
2300 WINDY RIDGE PARKWAY SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ATLANTA GA 30339</u>								
(City) (State) (Zip)								

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	02/22/2011		M		2,500	A	\$23.07	19,762	D	
Common Stock	02/22/2011		M		2,500	A	\$24.33	22,262	D	
Common Stock	02/22/2011		M		2,500	A	\$21.79	24,762	D	
Common Stock	02/22/2011		S		7,500	D	\$31.4712 ⁽¹⁾	17,262	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						Title
Common Stock	\$23.07	02/22/2011		M		2,500		04/01/2008 ⁽²⁾	04/01/2015	Common Stock	2,500	\$0.00	0	D	
Common Stock	\$24.33	02/22/2011		M		2,500		07/01/2008 ⁽³⁾	07/01/2015	Common Stock	2,500	\$0.00	0	D	
Common Stock	\$21.79	02/22/2011		M		2,500		10/01/2008 ⁽⁴⁾	10/01/2015	Common Stock	2,500	\$0.00	0	D	

Explanation of Responses:

- \$31.4712 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$31.4000 to \$31.6150. 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 options were 100% vested as of the date of grant, which was 04/01/2008.
- The options were 100% vested as of the date of grant, which was 07/01/2008.
- The options were 100% vested as of the date of grant, which was 10/01/2008.

Remarks:

/s/ Jessica L. Nash, as Attorney-in-Fact for Paul R. Goodwin 02/23/2011

** 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.

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