

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>CASSIDY BRIAN J</b> <hr/> (Last) (First) (Middle) <b>2300 WINDY RIDGE PARKWAY</b> <b>SUITE 700</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2013</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	05/31/2013		M		5,000	A	\$31.08	33,040	D	
Common Stock	05/31/2013		S		5,000	D	\$76.1277 <sup>(1)</sup>	28,040	D	
Common Stock	05/31/2013		M		2,098	A	\$24.14	30,138	D	
Common Stock	05/31/2013		S		2,098	D	\$76.2403 <sup>(2)</sup>	28,040	D	
Common Stock	06/04/2013		M		2,902	A	\$24.14	30,942	D	
Common Stock	06/04/2013		S		2,902	D	\$76	28,040	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		Date Exercisable	Expiration Date						
Non-Employee Director Stock Option	\$31.08	05/31/2013		M		5,000	(3)	10/27/2013	Common Stock	5,000	\$0.00	0	D	
Non-Employee Director Stock Option	\$24.14	05/31/2013		M		2,098	(4)	10/02/2013	Common Stock	2,098	\$0.00	2,902	D	
Non-Employee Director Stock Option	\$24.14	06/04/2013		M		2,902	(4)	10/02/2013	Common Stock	2,902	\$0.00	0	D	

**Explanation of Responses:**

1. \$76.1277 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$76.0000 to \$76.1901. 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.

2. \$76.2403 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$76.1901 to \$76.3300. 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.

3. The options were 100% vested as of the date of grant, which was 10/27/2003.

4. The options were 100% vested as of the date of grant, which was 10/02/2006.

**Remarks:**

/s/ Monica R. Richey, as  
Attorney-in-Fact for Brian J. Cassidy      06/04/2013

\*\* 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.**