

| 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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * NOONAN THOMAS E <hr/> (Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY, SUITE 700 <hr/> (Street) ATLANTA GA 30339 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC[MANH] | 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) 09/04/2012 | |
| | 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 | 09/04/2012 | | M | | 2,500 | A | \$ 23.07 | 27,749 | D | |
| Common Stock | 09/04/2012 | | M | | 5,000 | A | \$ 23.24 | 32,749 | D | |
| Common Stock | 09/04/2012 | | M | | 481 | A | \$ 24.14 | 33,230 | D | |
| Common Stock | 09/04/2012 | | S | | 7,981 | D | \$ 51.2618 ⁽¹⁾ | 25,249 | D | |
| Common Stock | 09/05/2012 | | M | | 4,519 | A | \$ 24.14 | 29,768 | D | |
| Common Stock | 09/05/2012 | | M | | 2,500 | A | \$ 25.75 | 32,268 | D | |
| Common Stock | 09/05/2012 | | M | | 2,500 | A | \$ 24.33 | 34,768 | D | |
| Common Stock | 09/05/2012 | | S | | 9,519 | D | \$ 51.4224 ⁽²⁾ | 25,249 | 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 | \$ 23.07 | 09/04/2012 | | M | | | 2,500 | (3) | 04/01/2015 | Common Stock | 2,500 | \$ 0 | 0 | D | |
| Non-Employee Director Stock Option | \$ 23.24 | 09/04/2012 | | M | | | 5,000 | (4) | 02/06/2013 | Common Stock | 5,000 | \$ 0 | 0 | D | |
| Non-Employee Director Stock Option | \$ 24.14 | 09/04/2012 | | M | | | 481 | (5) | 10/02/2013 | Common Stock | 481 | \$ 0 | 4,519 | D | |
| Non-Employee Director Stock Option | \$ 24.14 | 09/05/2012 | | M | | | 4,519 | (5) | 10/02/2013 | Common Stock | 4,519 | \$ 0 | 0 | D | |
| Non-Employee Director Stock Option | \$ 25.75 | 09/05/2012 | | M | | | 2,500 | (6) | 01/02/2015 | Common Stock | 2,500 | \$ 0 | 0 | D | |
| Non-Employee Director Stock Option | \$ 24.33 | 09/05/2012 | | M | | | 2,500 | (7) | 07/07/2015 | Common Stock | 2,500 | \$ 0 | 0 | D | |

Explanation of Responses:

- \$51.2618 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$51.2500 to \$51.3200. 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.
- \$51.4224 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$51.2600 to \$51.6100. 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 02/06/2003.
- The options were 100% vested as of the date of grant, which was 10/02/2006.
- The options were 100% vested as of the date of grant, which was 01/02/2008.
- The options were 100% vested as of the date of grant, which was 07/01/2008.

/s/ Monica R. Logan, as
Attorney-in-Fact for 09/06/2012
Thomas E. Noonan
 ** Signature of Reporting Date
 Person

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.