

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* <u>CASSIDY BRIAN J</u> _____ (Last) (First) (Middle) <u>2300 WINDY RIDGE PARKWAY</u> <u>10TH FLOOR</u> _____ (Street) <u>ATLANTA GA 30339</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN ASSOCIATES INC [</u> <u>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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2015</u>	
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	05/19/2015		M		10,000	A	\$6.2025	140,294	D	
Common Stock	05/19/2015		M		10,000	A	\$4.97	150,294	D	
Common Stock	05/19/2015		M		10,000	A	\$4.5675	160,294	D	
Common Stock	05/19/2015		S		30,000	D	\$55.3189 ⁽¹⁾	130,294	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						Title
Non-Employee Director Stock Options	\$6.2025	05/19/2015		M		10,000	01/04/2010	01/04/2017	Common Stock	10,000	\$0.00	0	D	
Non-Employee Director Stock Options	\$4.97	05/19/2015		M		10,000	10/01/2009	10/01/2016	Common Stock	10,000	\$0.00	0	D	
Non-Employee Director Stock Option	\$4.5675	05/19/2015		M		10,000	07/01/2009	07/01/2016	Common Stock	10,000	\$0.00	0	D	

Explanation of Responses:

1. \$55.3189 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$55.0500 to \$55.7000. 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.

Remarks:

/s/ David M. Eaton, as
Attorney-in-Fact for Brian J. Cassidy 05/20/2015

** 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.