SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Howell Robert G (Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY 10TH FLOOR (Street) ATLANTA GA 30339 (City) (State) (Zip)	MANHATTAN ASSOCIATES INC [MANH] 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director / 10% Owner X Officer (give title below) / Other (specify below) Sr VP, Americas Sales 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	01/31/2019		A		13,016(1)	A	$0.00	109,477	D	
Common Stock	01/31/2019		F		717	D	$48.77	108,760	D	
Common Stock	01/31/2019		F		632	D	$48.77	108,128	D	
Common Stock	01/31/2019		F		976	D	$48.77	107,152	D	
Common Stock	01/31/2019		F		1,342	D	$48.77	105,810	D	
Common Stock	01/31/2019		A		12,884(2)	A	$0.00	118,694	D	
Common Stock	01/31/2019		A		41,229(3)	A	$0.00	159,923	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	Amount or Number of Shares				

Explanation of Responses:

1. These are performance based stock unit grants under the Company's stock incentive plan granted February 1, 2018, vesting 25% on February 28, 2019 and 25% on January 31st of each year thereafter until fully vested.

2. Restricted stock unit grants under the Company's stock incentive plan, vesting 25% on January 31st of each year following the grant date until fully vested.

3. Restricted stock unit grants under the Company's stock incentive plan, vesting 10% on the first anniversary of the grant date, 20% on the second anniversary of the grant date, 30% on the third anniversary of the grant date and 40% on the fourth anniversary of the grant date.

Remarks:

/s/ David M. Eaton, as Attorney-in-Fact for Robert G. Howell — 02/04/2019

** 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.