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| <b>OMB APPROVAL</b>                             |           |
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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*<br><u>Smith Steven P</u><br><hr/> (Last) (First) (Middle)<br>2300 WINDY RIDGE PARKWAY<br>10TH FLOOR<br><hr/> (Street)<br>ATLANTA GA 30339<br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MANHATTAN ASSOCIATES INC [ MANH ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>X Sr. VP, Int'l Operations |
|                                                                                                                                                                                                                  | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/27/2011                          |                                                                                                                                                                                    |
| 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                    | 01/27/2011                           |                                                    | A                              |   | 7,908                                                             | A <sup>(1)</sup> | \$0.00                   | 108,728 <sup>(2)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 01/26/2012                           |                                                    | A                              |   | 12,268                                                            | A <sup>(3)</sup> | \$0.00                   | 120,996                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/23/2013                           |                                                    | A                              |   | 12,876                                                            | A <sup>(4)</sup> | \$0.00                   | 133,872                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/23/2014                           |                                                    | F                              |   | 1,189                                                             | D                | \$33.51                  | 132,683                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/26/2014                           |                                                    | F                              |   | 3,434                                                             | D                | \$32.7                   | 129,249                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/27/2014                           |                                                    | F                              |   | 4,908                                                             | D                | \$32.01                  | 124,341                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/28/2014                           |                                                    | F                              |   | 6,328                                                             | D                | \$32.25                  | 118,013                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/30/2014                           |                                                    | A                              |   | 6,219                                                             | A <sup>(5)</sup> | \$0.00                   | 124,232                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/30/2014                           |                                                    | A                              |   | 12,720                                                            | A <sup>(6)</sup> | \$0.00                   | 136,952                                                                                       | D                                                        |                                                       |
| Common Stock                    | 02/06/2014                           |                                                    | D                              |   | 6,497                                                             | D                | \$33.0177 <sup>(7)</sup> | 130,455                                                                                       | D                                                        |                                                       |
| Common Stock                    | 02/07/2014                           |                                                    | D                              |   | 18,085                                                            | D                | \$33.0571 <sup>(8)</sup> | 112,370                                                                                       | 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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

**Explanation of Responses:**

- These are performance based stock grants under the Company's stock incentive plan, which were granted on January 28, 2010 and were determinable on January 27, 2011. 75% of the award was previously reported. The initial 25% vested on February 28, 2011 and the remaining award vested 25% on each anniversary of the grant date until fully vested.
- The amount of securities beneficially owned by the reporting person has been adjusted to reflect a 4-for-1 stock split of the Company's Common Stock, effected in the form of a stock dividend, distributed on January 10, 2014.
- These are performance based stock grants under the Company's stock incentive plan, which were granted on January 27, 2011 and were determinable on January 26, 2012. 50% of the award was previously reported. The initial 25% vested on February 28, 2012 and the remaining award vests 25% on each anniversary of the grant date until fully vested.
- These are performance based stock units grants under the Company's stock incentive plan, which were granted on January 26, 2012 and were determinable on January 23, 2013. 25% of the award was previously reported. The initial 25% vested on February 28, 2013 and the remaining award vests 25% on each anniversary of the grant date until fully vested.
- Restricted stock unit grants under the Company's stock incentive plan, vesting 25% on each anniversary of the grant date until fully vested.

6. These are performance based stock unit grants under the Company's stock incentive plan granted January 23, 2013, vesting 25% on February 28, 2014 and 25% on each anniversary of the grant date thereafter until fully vested.

7. \$33.0177 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$33.0000 to \$33.0800. 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.

8. \$33.0571 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$33.0100 to \$33.1600. 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 Steven P. 02/10/2014  
Smith

\*\* 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.**