FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 December 31, Expires: 2014 Estimated average burden hours per 0.5 response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* GOODWIN PAUL R					2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC MANH]									neck all ap	plicable) ctor		Owner (specify
(Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY				3. Date of Earliest Transaction (Month/Day/Year) 05/20/2010										belo	w)	belov	v)
SUITE 700				4. If Amendment, Date of Original Filed (Month/Day/Year)									. Individual or Joint/Group Filing (Check Applicable ine)				
(Street)														X For	n filed by On	e Reporting Pe	rson
TA GA	3	0339														re than One Re	porting
(Sta	ate) (Z	Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				y/Year)	Execu	ution Date, y							Secur Bene Owne	rities ficially ed	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount			Price	Repo	rted saction(s)	(1134: 4)	(111541. 4)
Common Stock 05/20/2				010				A		5,355(1)	A	\$0.0	0 :	17,262	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
Derivative Conversion Date Security or Exercise (Month/Day/Year) if		Execut if any	ecution Date, ny Conth/Day/Year)		ransaction ode (Instr.		ative rities ired sed	Expiration Dat (Month/Day/Ye		te ear)	Amou or Numb of		str. ount	of Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(First NDY RIDG) 00 (State Security (Instance of Derivative Derivative NDY RIDG) (State NDY	(First) (INDY RIDGE PARKWAY 00 (State) (Zing Table Security (Instr. 3) (Month/Day/Year)	(First) (Middle) NDY RIDGE PARKWAY 00 TA GA 30339 (State) (Zip) Table I - N Security (Instr. 3) Stock Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year) [Month/Day/Year]	(First) (Middle) NDY RIDGE PARKWAY 00 TA GA 30339 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transact Date (Month/Day Month/Day Stock Table II - Derivat (e.g., pt Conversion or Exercise Price of Derivative [Month/Day/Year) 2. (Month/Day/Year)	WIN PAUL R (First) (Middle) NDY RIDGE PARKWAY 00 TA GA 30339 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Se (e.g., puts, ca) 2. 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Explanation of Responses:

1. Restricted stock grants under the Company's stock incentive plan, fully vesting on the first anniversary of the grant date.

Remarks:

/s/ David M. Eaton, as Attorney-in-Fact for Paul R. Goodwin

** Signature of Reporting Person

05/24/2010

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.