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

OMB APPROVAL

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Washington, D.C. 20549

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 [*] MITCHELL JEFFREY S			2. Issuer Name and Ticker or Trading Symbol MANHATTAN ASSOCIATES INC [MANH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
FLOOR	00 WINDY RIDGE PARKWAY, TENTH		3. Date of Earliest Transaction (Month/Day/Year) 02/14/2012	×	Director 10% Owne			
(Street) ATLANTA (City)	GA (State)	30339 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	(Che X Fo Fo	dividual or Joint/Gi ck Applicable Line) orm filed by One Re orm filed by More th aporting Person	eporting 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)		spos	Acquired sed of (D) nd 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership				
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	02/14/2012		М		25,000	A	\$ 30.16	79,562	D			
Common Stock	02/14/2012		S		25,000	D	\$ 46.186 ⁽¹⁾	54,562	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)	Transaction Ni Code Di (Instr. 8) Si (A Di of (In		Der Sec Acq (A) Disp of (I (Ins	oosed	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				
Employee Stock Option	\$ 30.16	02/14/2012		м			25,000	(2)	01/04/2014	Common Stock	25,000	\$0	25,000	D	

Explanation of Responses:

1. \$46.1860 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$46.0000 to \$46.4700. 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.

2. This option vested 25% per year for 4 years; original grant date was 01/04/07.

/s/ Monica R. Logan, as <u>Attorney-in-Fact for Jeffrey</u> 02/16/2012 <u>S. Mitchell</u> ** 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.