

MANHATTAN ASSOCIATES INC
 Form 4
 February 26, 2015

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CASSIDY BRIAN J

2. Issuer Name and Ticker or Trading Symbol
 MANHATTAN ASSOCIATES INC
 [MANH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

2300 WINDY RIDGE
 PARKWAY, SUITE 700

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATLANTA, GA 30339

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 02/24/2015 | | M | | | 10,000 | A | \$ 5.4475 | 131,524 | D | |
| Common Stock | 02/24/2015 | | M | | | 10,000 | A | \$ 4.0025 | 141,524 | D | |
| Common Stock | 02/24/2015 | | M | | | 3,907 | A | \$ 4.3525 | 145,431 | D | |
| Common Stock | 02/24/2015 | | S | | | 23,907 | D | \$ 51.0292 | 121,524 | D | |
| | 02/25/2015 | | M | | | 6,093 | A | \$ 4.3525 | 127,617 | D | |

Common
Stock

| | | | | | | | |
|-----------------|------------|---|-------|---|---------------|---------|---|
| Common Stock | 02/25/2015 | S | 6,093 | D | \$ 51.0384 | 121,524 | D |
| | | | | | <u>(2)</u> | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Non-Employee Director Stock Option | \$ 5.4475 | 02/24/2015 | | M | 10,000 | 10/01/2008 10/01/2015 | Common Stock | 10 | |
| Non-Employee Director Stock Option | \$ 4.0025 | 02/24/2015 | | M | 10,000 | 01/02/2009 01/02/2016 | Common Stock | 10 | |
| Non-Employee Director Stock Option | \$ 4.3525 | 02/24/2015 | | M | 3,907 | 04/01/2009 04/01/2016 | Common Stock | 3 | |
| Non-Employee Director Stock Option | \$ 4.3525 | 02/25/2015 | | M | 6,093 | 04/01/2009 04/01/2016 | Common Stock | 6 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CASSIDY BRIAN J 2300 WINDY RIDGE PARKWAY SUITE 700 | X | | | |

ATLANTA, GA 30339

Signatures

/s/ Kerrie K. Hanley, as Attorney-in-Fact for Brian J.
Cassidy

02/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

\$51.0292 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices
(1) ranging from \$51.0000 to \$51.1300. 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.

\$51.0384 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices
(2) ranging from \$51.0000 to \$51.1000. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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