

SINISGALLI PETER F

Form 4

October 25, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SINISGALLI PETER F

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)

10/21/2011

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

President, CEO & Director

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/21/2011		M	7,154 A	\$ 27.95 111,072	D	
Common Stock	10/21/2011		M	71,812 A	\$ 27.95 182,884	D	
Common Stock	10/21/2011		S	78,966 D	\$ 40.8079 103,918	D	

(1)

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**

SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 27.95	10/21/2011		M	7,154	(2) 03/16/2014	Common Stock 7,154
Employee Stock Option	\$ 27.95	10/21/2011		M	71,812	(2) 03/16/2014	Common Stock 71,812

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINISGALLI PETER F 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X		President, CEO & Director	

Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Peter F. Sinisgalli

10/25/2011

__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).

\$40.8079 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$40.3900 to \$41.2500. 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 grant vested 6.25% quarterly until accelerated in December 2005; original grant date was 03/16/04.

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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