MANHATTAN ASSOCIATES INC

Form 4

August 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

Common

Stock

07/31/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * NOONAN THOMAS E			2. Issuer France and French of Francing					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 2300 WINDY RIDGE PARKWAY, SUITE 700			(Month/Day/Year)				XDirector10% Owner Officer (give titleOther (specify below)				
ATLANTA	(Street)	Filed(Mo			onth/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativo	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transaction Code (Instr. 8)	omr Dispo (Instr. 3,	sed of		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	07/31/2013			M	5,000	A	\$ 30.88	32,590	D		
Common Stock	07/31/2013			S	5,000	D	\$ 88.6383	27,590	D		
Common Stock	07/31/2013			M	1,287	A	\$ 30.08	28,877	D		

S

1,287

D

\$

(2)

88.7124 27,590

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-Employee Director Stock Option	\$ 30.88	07/31/2013		M	5,000	(3)	07/01/2014	Common Stock	5,00
Non-Employee Director Stock Option	\$ 30.08	07/31/2013		M	1,287	<u>(4)</u>	01/02/2014	Common Stock	1,28

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other NOONAN THOMAS E 2300 WINDY RIDGE PARKWAY X

SUITE 700

ATLANTA, GA 30339

Signatures

/s/ Monica R. Richey, as Attorney-in-Fact for Thomas E. 08/01/2013 Noonan

> **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).
- (1) \$88.6383 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$88.6000 to \$88.6900. The filing person undertakes to provide full information regarding the number of shares sold at each

Reporting Owners 2

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price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

- \$88.7124 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$88.7000 to \$88.7600. 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.
- (3) The options were 100% vested as of the date of grant, which was 07/01/2004.
- (4) The options were 100% vested as of the date of grant, which was 01/02/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.