

STORY DENNIS B
Form 4
October 22, 2012

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 *
STORY DENNIS B

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)
10/19/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President & CFO

2300 WINDY RIDGE
PARKWAY, TENTH FLOOR

(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	10/19/2012		M			11,375	A	\$ 21.54	29,290	D	
Common Stock	10/19/2012		S			11,375	D	\$ 61.5593 (1)	17,915	D	
Common Stock	10/19/2012		M			5,250	A	\$ 15.53	23,165	D	
Common Stock	10/19/2012		S			5,250	D	\$ 61.2885 (2)	17,915	D	

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 21.54	10/19/2012		M	11,375	<u>(3)</u>	03/16/2013	Common Stock	11,375
Employee Stock Option	\$ 15.53	10/19/2012		M	5,250	<u>(4)</u>	01/19/2016	Common Stock	5,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STORY DENNIS B 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339			Senior Vice President & CFO	

Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Dennis B. Story

10/22/2012

**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).

\$61.5593 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.4212 to \$62.0200. 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)

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\$61.2885 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.1650 to \$61.4212. 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 vest in equal annual installments over a four-year period beginning on the first anniversary of the date of grant; original grant date was 03/16/06.
- (4) The options vest in equal annual installments over a four-year period beginning on the first anniversary of the date of grant; original grant date was 01/19/09.
- (5) The previous Form 4 filed on May 13, 2011 inadvertently reflected that there were 0 remaining options; the correct number of options remaining as of that date was 10,500.

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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