

MANHATTAN ASSOCIATES INC
 Form 4
 May 20, 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)
**2300 WINDY RIDGE
 PARKWAY, 10TH FLOOR**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/19/2015

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

ATLANTA, GA 30339

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

(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	05/19/2015		M			10,000	A	\$ 6.2025	140,294	D	
Common Stock	05/19/2015		M			10,000	A	\$ 4.97	150,294	D	
Common Stock	05/19/2015		M			10,000	A	\$ 4.5675	160,294	D	
Common Stock	05/19/2015		S			30,000	D	\$ 55.3189	130,294	D	
								<u>(1)</u>			

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Employee Director Stock Options	\$ 6.2025	05/19/2015		M	10,000	01/04/2010 01/04/2017	Common Stock
Non-Employee Director Stock Options	\$ 4.97	05/19/2015		M	10,000	10/01/2009 10/01/2016	Common Stock
Non-Employee Director Stock Option	\$ 4.5675	05/19/2015		M	10,000	07/01/2009 07/01/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASSIDY BRIAN J 2300 WINDY RIDGE PARKWAY 10TH FLOOR ATLANTA, GA 30339	X			

Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Brian J. Cassidy 05/20/2015

__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).

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\$55.3189 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices (1) ranging from \$55.0500 to \$55.7000. 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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