

SINISGALLI PETER F

Form 4

May 01, 2013

**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

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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)

01/01/2013

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/01/2013                              |                                                             | D                                       | 28,724                                                                  | D \$ 0                                                                                                             | 33,441 <u>(1)</u> <u>(2)</u>                                            | D                                                                 |
| Common<br>Stock                       | 03/16/2013                              |                                                             | A <sup>(3)</sup>                        | 3,479                                                                   | A \$ 0                                                                                                             | 36,920 <u>(1)</u>                                                       | D                                                                 |
| Common<br>Stock                       | 04/26/2013                              |                                                             | M                                       | 3,750                                                                   | A \$ 15.53                                                                                                         | 40,670 <u>(1)</u>                                                       | D                                                                 |
| Common<br>Stock                       | 04/26/2013                              |                                                             | S                                       | 3,750                                                                   | D \$ 68.8287                                                                                                       | 36,920 <u>(1)</u>                                                       | D                                                                 |

(4)

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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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 (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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| Common Stock                               | \$ 15.53                                               | 04/26/2013                           |                                                    | M                              | 3,750                                                                          | <u>(5)</u> 01/19/2016                                    | Common Stock                                                  | 3,750                                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships                    |
|----------------------------------------------------------------------------------|----------------------------------|
|                                                                                  | Director 10% Owner Officer Other |
| SINISGALLI PETER F<br>2300 WINDY RIDGE PARKWAY<br>SUITE 700<br>ATLANTA, GA 30339 | X                                |

## Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Peter F. Sinisgalli

04/30/2013

\_\_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).

The holdings of the reporting person reflect: (i) the forfeiture of previously reported restricted stock units in connection with the reporting person ceasing employment with the Company; (ii) the correction of an error in his previously reported holdings; and (iii) the withholding of shares from restricted stock or restricted stock unit awards to satisfy tax obligations reported on March 19, 2013.

(2) The reported transaction reflects the forfeiture of restricted stock awards in connection with the reporting person ceasing employment with the Company.

(3) The reported transaction is the earning of performance based restricted stock units which were granted on January 26, 2012.

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\$68.8287 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(4) ranging from \$68.5300 to \$69.2000. 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.

(5) This option grant vested 6.25% quarterly until fully vested after four years; original grant date was 01/19/09.

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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