

MANHATTAN ASSOCIATES INC  
 Form 4  
 February 26, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, SUITE 700  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/24/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2015		M		10,000	A	\$ 5.4475 131,524
Common Stock	02/24/2015		M		10,000	A	\$ 4.0025 141,524
Common Stock	02/24/2015		M		3,907	A	\$ 4.3525 145,431
Common Stock	02/24/2015		S		23,907	D	\$ 51.0292 121,524
	02/25/2015		M		6,093	A	\$ 4.3525 127,617

Common  
Stock

Common Stock	02/25/2015	S	6,093	D	\$ 51.0384	121,524	D
					<u>(2)</u>		

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 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	Amount or Number of
Non-Employee Director Stock Option	\$ 5.4475	02/24/2015		M	10,000	10/01/2008 10/01/2015	Common Stock	10	
Non-Employee Director Stock Option	\$ 4.0025	02/24/2015		M	10,000	01/02/2009 01/02/2016	Common Stock	10	
Non-Employee Director Stock Option	\$ 4.3525	02/24/2015		M	3,907	04/01/2009 04/01/2016	Common Stock	3	
Non-Employee Director Stock Option	\$ 4.3525	02/25/2015		M	6,093	04/01/2009 04/01/2016	Common Stock	6	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASSIDY BRIAN J 2300 WINDY RIDGE PARKWAY SUITE 700	X			

ATLANTA, GA 30339

## Signatures

/s/ Kerrie K. Hanley, as Attorney-in-Fact for Brian J.  
Cassidy

02/26/2015

\_\_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).

\$51.0292 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(1) ranging from \$51.0000 to \$51.1300. 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.

\$51.0384 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices  
(2) ranging from \$51.0000 to \$51.1000. 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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