

HUNTZ JOHN J JR  
Form 4  
November 05, 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 \*  
HUNTZ JOHN J JR

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2012

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

(Street)  
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                    | 11/01/2012                           |  | S                              |   | 4,448   | D  |   | \$ 61.3861<br>(1) |
| Common Stock                    | 11/01/2012                           |  | M                              |   | 850   | A  |   | \$ 24.14          |
| Common Stock                    | 11/01/2012                           |  | S                              |   | 850   | D  |   | \$ 60.7658<br>(2) |
| Common Stock                    | 11/01/2012                           |  | M                              |   | 2,500   | A  |   | \$ 30.08          |

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|              |            |   |       |   |                       |        |   |
|--------------|------------|---|-------|---|-----------------------|--------|---|
| Common Stock | 11/01/2012 | S | 2,500 | D | \$<br>60.8238<br>(3)  | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 27.43              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$ 60.879<br>(4)      | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 27.91              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$<br>60.9432<br>(5)  | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 27.41              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$<br>60.9858<br>(6)  | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 25.75              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$<br>61.0099<br>(7)  | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 23.07              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$<br>61.0412<br>(8)  | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 24.33              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$ 61.072<br>(9)      | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 21.79              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$<br>61.1124<br>(10) | 20,687 | D |
| Common Stock | 11/01/2012 | M | 2,500 | A | \$ 18.27              | 23,187 | D |
| Common Stock | 11/01/2012 | S | 2,500 | D | \$<br>61.1558<br>(11) | 20,687 | D |
|              | 11/01/2012 | M | 2,500 | A | \$ 19.88              | 23,187 | D |

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Common  
Stock

|                 |            |   |       |   |                       |        |   |
|-----------------|------------|---|-------|---|-----------------------|--------|---|
| Common<br>Stock | 11/01/2012 | S | 2,500 | D | \$<br>61.2594<br>(12) | 20,687 | D |
| Common<br>Stock | 11/01/2012 | M | 2,500 | A | \$ 24.81              | 23,187 | D |
| Common<br>Stock | 11/01/2012 | S | 2,500 | D | \$<br>61.3977<br>(13) | 20,687 | D |

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) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Non-Employee Director Stock Option         | \$ 24.14   | 11/01/2012                           |  | M                              | 850   | (14)   | 10/02/2013  | Common Stock               | 850   |
| Non-Employee Director Stock Option         | \$ 30.08   | 11/01/2012                           |  | M                              | 2,500   | (15)   | 01/02/2014  | Common Stock               | 2,500 |
| Non-Employee Director Stock Option         | \$ 27.43   | 11/01/2012                           |  | M                              | 2,500   | (16)   | 04/02/2014  | Common Stock               | 2,500 |
| Non-Employee Director Stock Option         | \$ 27.91   | 11/01/2012                           |  | M                              | 2,500   | (17)   | 07/02/2014  | Common Stock               | 2,500 |
| Non-Employee Director Stock                | \$ 27.41   | 11/01/2012                           |  | M                              | 2,500   | (18)   | 10/01/2014  | Common Stock               | 2,500 |

|  |          |            |   |       |             |            |                 |       |  |
|--|----------|------------|---|-------|-------------|------------|-----------------|-------|--|
| Option                                   |          |            |   |       |             |            |                 |       |  |
| Non-Employee<br>Director Stock<br>Option | \$ 25.75 | 11/01/2012 | M | 2,500 | <u>(19)</u> | 01/02/2015 | Common<br>Stock | 2,500 |  |
| Non-Employee<br>Director Stock<br>Option | \$ 23.07 | 11/01/2012 | M | 2,500 | <u>(20)</u> | 04/01/2015 | Common<br>Stock | 2,500 |  |
| Non-Employee<br>Director Stock<br>Option | \$ 24.33 | 11/01/2012 | M | 2,500 | <u>(21)</u> | 07/01/2015 | Common<br>Stock | 2,500 |  |
| Non-Employee<br>Director Stock<br>Option | \$ 21.79 | 11/01/2012 | M | 2,500 | <u>(22)</u> | 10/01/2015 | Common<br>Stock | 2,500 |  |
| Non-Employee<br>Director Stock<br>Option | \$ 18.27 | 11/01/2012 | M | 2,500 | <u>(23)</u> | 07/01/2016 | Common<br>Stock | 2,500 |  |
| Non-Employee<br>Director Stock<br>Option | \$ 19.88 | 11/01/2012 | M | 2,500 | <u>(24)</u> | 10/01/2016 | Common<br>Stock | 2,500 |  |
| Non-Employee<br>Director Stock<br>Option | \$ 24.81 | 11/01/2012 | M | 2,500 | <u>(25)</u> | 01/04/2017 | Common<br>Stock | 2,500 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HUNTZ JOHN J JR<br>2300 WINDY RIDGE PARKWAY<br>SUITE 700<br>ATLANTA, GA 30339 | X             |           |         |       |

## Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for John J.  
Huntz Jr.

11/05/2012

\_\_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).
  - (1) \$61.3861 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.2800 to \$61.5100. 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) \$60.7658 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$60.7200 to \$60.7800. The filing person undertakes to provide full information regarding the number of shares sold

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

(3) \$60.8238 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$60.7800 to \$60.8500. 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.

(4) \$60.8790 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$60.8500 to \$60.9000. 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) \$60.9432 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$60.9100 to \$60.9700. 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.

(6) \$60.9858 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$60.9700 to \$61.0000. 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.

(7) \$61.0099 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.0000 to \$61.0250. 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.

(8) \$61.0412 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.0250 to \$61.0600. 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.

(9) \$61.0720 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.0600 to \$61.0900. 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.

(10) \$61.1124 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.1000 to \$61.1400. 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.

(11) \$61.1558 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.1400 to \$61.1900. 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.

(12) \$61.2594 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.1900 to \$61.3100. 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.

(13) \$61.3977 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$61.3200 to \$61.5700. 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.

(14) This option grant was fully vested as of the grant date; original grant date was 10/02/06.

(15) This option grant was fully vested as of the grant date; original grant date was 01/02/07.

(16) This option grant was fully vested as of the grant date; original grant date was 04/02/07.

(17) This option grant was fully vested as of the grant date; original grant date was 07/02/07.

(18) This option grant was fully vested as of the grant date; original grant date was 10/01/07.

(19) This option grant was fully vested as of the grant date; original grant date was 01/02/08.

(20) This option grant was fully vested as of the grant date; original grant date was 04/01/08.

(21) This option grant was fully vested as of the grant date; original grant date was 07/01/08.

(22) This option grant was fully vested as of the grant date; original grant date was 10/01/08.

(23) This option grant was fully vested as of the grant date; original grant date was 07/01/09.

(24) This option grant was fully vested as of the grant date; original grant date was 10/01/09.

(25) This option grant was fully vested as of the grant date; original grant date was 01/04/10.

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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