

MANHATTAN ASSOCIATES INC

Form 4

December 04, 2014

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

OMB
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(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)
12/02/2014

☒ 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	12/02/2014		M		17,342	A	\$ 4.8025	1,444,458	D
Common Stock	12/02/2014		M		5,668	A	\$ 6.0825	150,126	D
Common Stock	12/02/2014		S		23,010	D	\$ 40	127,116	D
Common Stock	12/03/2014		M		23	A	\$ 6.0825	127,139	D
Common Stock	12/03/2014		S		23	D	\$ 40	127,116	D

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Common Stock	12/04/2014	M	4,309	A	\$ 6.0825	131,425	D
Common Stock	12/04/2014	S	4,309	D	\$ 40	127,116	D

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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Non-Employee Director Stock Option	\$ 4.8025	12/02/2014		M	17,342	07/01/2005 07/01/2015	Common Stock	1	
Non-Employee Director Stock Option	\$ 6.0825	12/02/2014		M	5,668	07/01/2008 07/01/2015	Common Stock	5	
Non-Employee Director Stock Option	\$ 6.0825	12/03/2014		M	23	07/01/2008 07/01/2015	Common Stock		
Non-Employee Director Stock Option	\$ 6.0825	12/04/2014		M	4,309	07/01/2008 07/01/2015	Common Stock	4	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CASSIDY BRIAN J 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X

Signatures

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

12/04/2014

__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).

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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