

STORY DENNIS B
Form 4
January 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
STORY DENNIS B

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, TENTH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President & CFO

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 or Price (A) or (D) | | |
| Common Stock | 01/26/2013 | | F | | 425 D \$ 64.38 | 25,229 | D |
| Common Stock | 01/27/2013 | | F | | 597 D \$ 64.38 | 24,632 | D |
| Common Stock | 01/27/2013 | | A | | 1,789 A \$ 64.38 (1) | 26,421 | D |
| Common Stock | 01/27/2013 | | F | | 597 D \$ 64.38 | 25,824 | D |
| | 01/28/2013 | | F | | 754 D | 25,070 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------------|--------|---|
| Common Stock | | | | | | \$ 63.89 | | |
| Common Stock | 01/28/2013 | | A | 2,259 | A | \$ 63.89 (2) | 27,329 | D |
| Common Stock | 01/28/2013 | | F | 754 | D | \$ 63.89 | 26,575 | 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STORY DENNIS B 2300 WINDY RIDGE PARKWAY TENTH FLOOR ATLANTA, GA 30339 | | | Senior Vice President & CFO | |

Signatures

/s/ Monica R. Logan, as Attorney-in-Fact for Dennis B. Story

01/29/2013

__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).
- (1) These are performance based stock grants under the Company's stock incentive plan, which were granted on January 27, 2011 and vested on January 27, 2013.
- (2) These are performance based stock grants under the Company's stock incentive plan, which were granted on January 28, 2010 and vested on January 28, 2013.

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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