

MANHATTAN PHARMACEUTICALS INC

Form 4

January 31, 2007

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 *
Herskowitz Neil

2. Issuer Name **and** Ticker or Trading
Symbol

MANHATTAN
PHARMACEUTICALS INC [MHA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2109 BROADWAY, SUITE 206

(Street)

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

01/30/2007

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

NEW YORK, NY 10023

(City)

(State)

(Zip)

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**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)
Common Stock					44,168	I	By ReGen Capital II ⁽¹⁾
Common Stock					21,700	I	By Riverside Contracting, LLC ⁽²⁾
Common Stock ⁽⁴⁾	01/30/2007		A	6,338 A <u>(3)</u>	16,338	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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Options	\$ 0.97					(5)	09/27/2014	Common Stock 80,000
Director Stock Option (4)	\$ 1					(6)	01/11/2015	Common Stock 11,010
Director Stock Option (4)	\$ 0.71	01/30/2007		A	50,000	(7)	01/30/2017	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herskowitz Neil 2109 BROADWAY, SUITE 206 NEW YORK, NY 10023	X			

Signatures

/s/ Neil
Herskowitz 01/31/2007

__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) An entity of which the Reporting Person is a member holding 50%.
- (2) A limited liability company of which the Reporting Person is a 50% owner.

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- (3) Stock issued in lieu of Director's fees due; based on closing stock price on January 30, 2007.
- (4) Under the 2003 Stock Option Plan
- (5) 26,667 shares vest on each of 9/27/04 and 9/27/05 and 26,666 shares vest on 9/27/06.
- (6) 3,670 shares vest on each of 1/11/05, 1/11/06, and 1/11/07.
- (7) 16,667 shares vest on each of 1/30/07 and 1/30/08; 16,666 shares vest on 1/30/09.

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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