

MANHATTAN PHARMACEUTICALS INC

Form 4

October 15, 2004

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5Check 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 *
ROSENWALD LINDSAY A MD

(Last) (First) (Middle)

787 SEVENTH AVENUE, 48TH
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MANHATTAN
PHARMACEUTICALS INC
[MHTT]3. Date of Earliest Transaction
(Month/Day/Year)

10/13/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)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 or Disposed of (A) or (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				(A) or (D)			Owned by certain trusts for the benefit of the Reporting Person . ⁽¹⁾
Common Stock					831,213	I	
					80	I	Owned by Spouse.
					38	I	

Edgar Filing: MANHATTAN PHARMACEUTICALS INC - Form 4

Common Stock									Owned by June Street Company. ⁽²⁾
Common Stock						38		I	Owned by Huntington Street Company. ⁽²⁾
Common Stock						33		I	Owned by the Reporting Person's children. ⁽³⁾
Common Stock	10/13/2004		P	6,500	A	\$ 0.94	2,267,021	D	
Common Stock	10/14/2004		P	3,500	A	\$ 0.93	2,270,521	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 Securities (Instr. 3 and 4)		8. Price of Underlying Securities (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants	\$ 16.83	10/13/2004		P		0		<u>(4)</u>	07/07/2008	Common Stock	30,851	\$
Warrants	\$ 1.1	10/13/2004		P		0		<u>(4)</u>	01/30/2009	Common Stock	486,034	\$
Series A Preferred Stock	\$ 9.0909	10/13/2004		P		0		<u>(4)</u>	<u>(5)</u>	Common Stock	226,636 <u>(6)</u>	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENWALD LINDSAY A MD 787 SEVENTH AVENUE, 48TH FLOOR NEW YORK, NY 10019			X	

Signatures

/s/ Lindsay A.
Rosenwald, M.D. 10/15/2004

__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).

Shares owned by three trusts for the benefit of the Reporting Person; however, Jay Lobell, and not the Reporting Person, has voting and

(1) dispositive control over the shares owned by these three trusts. Accordingly, the Reporting Person is not a trustee of these trusts and disclaims beneficial ownership of these shares, except as to any pecuniary interest therein.

(2) A corporation of which the Reporting Person is the sole shareholder.

Does not include 2,913,058 shares of common stock and 24,294 shares of Series A Convertible Preferred Stock (which is convertible into 220,854 shares of Common Stock), which are owned by certain trusts for the benefit of the Reporting Person's children. The Reporting

(3) Person is not a trustee of these trusts and disclaims beneficial ownership of these shares, except to any pecuniary interest therein. The shares owned by the trusts are reported on a separate Form 4, prepared by the trustee.

(4) Currently exercisable.

(5) No Expiration date.

(6) 24,930 shares of Series A Convertible Preferred Stock convertible into 226,636 shares of Common Stock at no additional consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.