Lipschutz Lester E Form 3 December 17, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MANHATTAN PHARMACEUTICALS INC À Lipschutz Lester E (Month/Day/Year) [MHTT.OB] 12/15/2004 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) WOLF, BLOCK, SCHORR AND (Check all applicable) SOLIS-COHEN LLP, 1650 ARCH STREET, 22ND FLOOR Director _X__ 10% Owner Officer Other (Street) 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) _X_ Form filed by One Reporting Person PHILADELPHIA, Â PAÂ 19103 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
		Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
		Title	Derivative	Security:	
			Security	Direct (D)	

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Date Expiration Amount or or Indirect Exercisable Date Number of (I)
Shares (Instr. 5)

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lipschutz Lester E

WOLF, BLOCK, SCHORR AND SOLIS-COHEN LLP 1650 ARCH STREET, 22ND FLOOR PHILADELPHIA, PAÂ 19103

Â X Â Â

Signatures

Lester E. 12/16/2004 Lipschutz

**Signature of Date
Reporting Person

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

No Securities are beneficially owned. Â As trustee of (i) the Rosenwald 2000 Family Trusts and (ii

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.

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