

Herskowitz Neil
Form 4
March 10, 2010

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 *
Herskowitz Neil

(Last) (First) (Middle)

C/O MANHATTAN
PHARMACEUTICALS, INC., 48
WALL STREET, SUITE 1110

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANHATTAN
PHARMACEUTICALS INC
[MHAN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2010

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 (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					32,884	D	
Common Stock					44,168	I	By ReGen Capital II, LLC ⁽¹⁾
Common Stock	03/08/2010		J ⁽²⁾	61,663 A <u>2</u>	138,951	I	By Riverside Contracting, LLC ⁽³⁾

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options	\$ 0.97					(4)	09/27/2014	Common Stock	80,000
Stock Options	\$ 1					(5)	01/11/2015	Common Stock	11,010
Stock Options	\$ 0.71					(6)	01/30/2017	Common Stock	50,000
Warrant	\$ 1					(7)	03/30/2012	Common Stock	19,444
Stock Options	\$ 0.17					(8)	03/25/2018	Common Stock	75,000
Warrant	\$ 0.2					(9)	09/10/2013	Common Stock	24,000
Stock Options	\$ 0.07	03/03/2010		A ⁽¹⁰⁾	300,000	(11)	03/02/2020	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herskowitz Neil C/O MANHATTAN PHARMACEUTICALS, INC. 48 WALL STREET, SUITE 1110 NEW YORK, NY 10005	X			

Signatures

/s/ Neil

Herskowitz

03/10/2010

**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) A limited liability company of which the reporting person is a member holding 50% ownership.
Received in connection with the merger (the "Ariston Merger") of Ariston with a wholly-owned subsidiary of Manhattan Pharmaceuticals, Inc. (the "Company"). On the effective date of the Ariston Merger, the closing price of the Company's common stock ("Common Stock") was \$0.065 per share, and there was no market price for Ariston's common stock because Ariston was a private company.
- (2) A limited liability company of which the reporting person is a member holding 50% ownership.
- (3) The option vested as to 26,667 shares on each of September 27, 2004 and September 27, 2005, and as to the remaining 26,666 shares on September 27, 2006.
- (4) The option vested as to 3,670 shares on each of January 11, 2005, January 11, 2006 and January 11, 2007.
- (5) The option vested as to 16,667 shares on each of January 30, 2007 and January 30, 2008, and as to the remaining 16,666 shares on January 30, 2009.
- (6) The warrants became exercisable on September 30, 2007.
- (7) The option vested as to 41,667 shares on March 25, 2008 and as to an additional 16,667 shares on March 25, 2009. The remaining 16,666 are scheduled to vest on March 25, 2010.
- (8) The warrants are exercisable immediately.
- (9) On March 3, 2010, the reporting person was granted an option to purchase 300,000 shares of Common Stock under the 2003 Stock Option Plan.
- (10) The vesting schedule of the option is as follows: (i) 250,000 shares vested on the date of grant, (ii) 16,667 shares are scheduled to vest on each of March 3, 2011 and March 3, 2012, and (iii) 16,666 shares are scheduled to vest on March 3, 2013.

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.