Steinhart Richard I Form 4 March 28, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Number:

3235-0287 January 31,

Expires:

2005

0.5

response...

Estimated average burden hours per

10% Owner

Other (specify

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Steinhart Richard I

2. Issuer Name and Ticker or Trading

Symbol

**MANHATTAN** 

PHARMACEUTICALS INC

[MHAN]

(Last)

1.Title of

Security

(Instr. 3)

**MANHATTAN** 

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

03/25/2008

PHARMACEUTICALS, INC., 810 SEVENTH AVENUE, 4TH FLOOR

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

NEW YORK, NY 10019

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Code

TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form 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)

#### Edgar Filing: Steinhart Richard I - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 0.97					<u>(1)</u>	09/27/2014	Common Stock	80,000
Stock Options	\$ 1					(2)	01/11/2015	Common Stock	11,010
Stock Options	\$ 0.71					(3)	01/30/2017	Common Stock	50,000
Stock Options	\$ 0.17	03/25/2008		A	75,000	<u>(4)</u>	03/25/2018	Common Stock	75,000

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# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
nhart Richard I						
NHATTAN PHARMACEUTICALS, INC.	v					

NEW YORK, NY 10019

Signatures

Stein MAN

/s/ Richard I. 03/25/2008 Steinhart

810 SEVENTH AVENUE, 4TH FLOOR

\*\*Signature of Date
Reporting Person

## **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) 26,667 shares vest on each of 9/27/04 and 9/27/05 and 26,666 shares vest on 9/27/06.
- (2) 3,670 shares vest on each of 1/11/05, 1/11/06, and 1/11/07.
- (3) 16,667 shares vest on each of 1/30/07 and 1/30/08; 16,666 shares vest on 1/30/09.
- (4) 41,667 shares vest as of the grant date, 3/25/08, an additional 16,667 shares vest on 3/25/09 and an additional 16,666 shares vest on 3/25/10.

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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