

ROSSETTOS NICHOLAS J
Form 4
August 19, 2005

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... 0.5

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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 *
ROSSETTOS NICHOLAS J

(Last) (First) (Middle)

810 SEVENTH AVENUE, 4TH 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)
01/11/2005

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)
Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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

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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 or Number of Shares
Stock Options <u>(1)</u>	\$ 20.94					<u>(2)</u>	04/12/2010	Common Stock	10,000
Stock Options <u>(1)</u>	\$ 4.375					<u>(3)</u>	02/20/2011	Common Stock	10,000
Stock Options <u>(1)</u>	\$ 1.25					<u>(2)</u>	02/19/2012	Common Stock	10,000
Stock Options <u>(1)</u>	\$ 1.25					<u>(4)</u>	02/19/2012	Common Stock	10,000
Stock Options <u>(1)</u>	\$ 1					03/28/2002	03/28/2012	Common Stock	25,000
Stock Options <u>(1)</u>	\$ 0.4					<u>(5)</u>	02/24/2013	Common Stock	292,030
Stock Options <u>(1)</u>	\$ 1.25					<u>(6)</u>	02/19/2012	Common Stock	10,000
Stock Options <u>(1)</u>	\$ 1.65					<u>(7)</u>	01/28/2014	Common Stock	150,000
Stock Options <u>(1)</u>	\$ 1	01/11/2005		A	50,000	<u>(8)</u>	01/11/2015	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSSETTOS NICHOLAS J 810 SEVENTH AVENUE, 4TH FLOOR NEW YORK, NY 10019			Chief Financial Officer	

Signatures

/s/ Nicholas J.
Rossettos

08/19/2005

 **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) (Right to buy)
- (2) Currently exercisable.
- (3) 2,500 shares vest on each of 2/20/01, 2/20/02, 2/20/03 and 2/20/04.
- (4) 2,500 shares vest on each of 2/19/02, 2/19/03, 2/19/04 and 2/19/05.
- (5) 146,015 shares are currently vested; 146,015 shares vest on 2/24/05.
- (6) Option vests on the earlier of FDA approval or Catarex or 2/19/07.
- (7) 50,000 shares vest on each of 1/28/04, 1/28/05 and 1/28/06.
- (8) 25,000 shares vest on each of 1/3/06 and 1/3/07.

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.