SEC Form	4
----------	---

(Street)

FO	R۱	Λ4	4
----	----	----	---

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average b	urden									

Check this box if no longer subject to Section 16. Form 4 or Form 5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

obligations may Instruction 1(b)		Fil	ed pursuant to Section 16(a) of the Securities Exchange Act of 1934	oonse:	0			
			or Section 30(h) of the Investment Company Act of 1940					
1. Name and Addro WEISER M	1 5	Person*	2. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN PHARMACEUTICALS</u> <u>INC</u> [ MHAN ]		all applicabl	onship of Reporting Perso all applicable) Director Officer (give title		r cify
(Last)	(First)	(Middle)			below)		below)	
C/O MANHATTAN PHARMACEUTICALS, INC.,			3. Date of Earliest Transaction (Month/Day/Year) 09/11/2008					
810 SEVENTH	I AVENUE							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint	/Group Filing (	Check Applicab	le
(Street)				X	Form filed	by One Report	ting Person	
NEW YORK	NY	10019			Form filed Person	by More than (	One Reporting	
(City)	(State)	(Zip)						

## 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)	Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			

## 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. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$1.21							01/27/2004	01/27/2009	Common Stock	103,655		103,655	D	
Stock Options	\$1.65							(1)	01/27/2014	Common Stock	75,000		75,000	D	
Warrant	\$1.44							(2)	08/30/2010	Common Stock	24,099		24,099	D	
Stock Options	\$1							(3)	01/11/2015	Common Stock	30,000		30,000	D	
Stock Options	\$0.71							(4)	01/30/2017	Common Stock	50,000		50,000	D	
Stock Options	\$0.17							(5)	03/25/2018	Common Stock	75,000		75,000	D	
Warrant	\$0.2	09/11/2008		A		24,000		(2)	09/10/2013	Common Stock	24,000	\$0	24,000	D	

Explanation of Responses:

1.75,000 shares have vested.

2. Immediately

3. 10,000 shares vest on each of 1/11/05, 1/11/06, and 1/11/07.

4. 16,667 shares vest on each of 1/30/07 and 1/30/08; 16,666 shares vest on 1/30/09.

5.41,667 shares vest on 3/25/08, an additional 16,667 shares vest on 3/25/09 and an additional 16,666 shares vest on 3/25/10.

/s/ Michael Weiser

09/15/2008

Date

\*\* Signature of Reporting Person

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

\* 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).

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

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 Number.