FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	OVAL							
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l	Estimated average burden								
l	hours per response:	0.5							

obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* ROSENWALD LINDSAY A MD							2. Issuer Name and Ticker or Trading Symbol MANHATTAN PHARMACEUTICALS INC [MHTT]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director					
(First) (Middle) /ENTH AVENUE LOOR					3. Date of Earliest Transaction (Month/Day/Year) 04/19/2005									belov	v) ``		belo	w) `		
(Street) NEW YORK NY 10019						If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(St	ate) (Person							
	Tabl	e I - No	on-Deriv	ative	Secu	ırities	s Ac	quired	l, Dis	sposed o	f, or B	enefi	icial	lly Owne	ed					
Da					2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquir Disposed Of (D) (Ins 5)				Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	٧	Amount	(A) or (D)	Pric	e	Transacti	on(s)			(III301. 4)		
Common Stock													2,682,318			I	Owned by certain trusts for the benefit of the Reporting Person.(1)			
Common Stock														8	0			Owned by Spouse.		
Common Stock														3.	8		I	Owned by June Street Company. ⁽²⁾		
Common Stock														3	8		I	Owned by Huntington Street Company. ⁽²⁾		
Common Stock														33		I		Owned by the Reporting Person's children. ⁽³⁾		
Stock	2005				P		5,000	A	\$	1.5	2,599	,321		D						
	Та	ıble II -												Owned						
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any			n Date, Transa Code (l		ction of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		1 5	Derivative Security	derivativ Securitie Beneficia Owned Followin Reported	e es ally g	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Number of	er							
	(Fine ENTH AVEOOR RK NY (St. Stock Stock Stock Stock Conversion or Exercise Price of Derivative	(First) (CENTH AVENUE OOR RK NY (State) (Conversion or Exercise Price of Derivative of Derivative (Month/Day/Year)	(First) (Middle) ENTH AVENUE OOR RK NY 10019 (State) (Zip) Table I - Note the content of the	(First) (Middle) SNTH AVENUE OOR RK NY 10019 (State) (Zip) Table I - Non-Deriv ecurity (Instr. 3) 2. Transac Date (Month/Da Stock Stock Table II - Derivat (e.g., pt (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Conversion of Derivative Security 3. Transaction (Month/Day/Year) (Month/Day/Year)	WALD LINDSAY A MD (First) (Middle) ENTH AVENUE OOR Table I - Non-Derivative ecurity (Instr. 3) Stock Stock Stock Stock Table II - Derivative Security Conversion or Exercise Price of Derivative Security Annual Conversion of Exercise Price of Security of Exercise Price of Security Office Price of Security	WALD LINDSAY A MD (First) (Middle) STATE I - Non-Derivative Security (Instr. 3) Table I - Non-Derivative Security (Month/Day/Year) Stock Stock Stock Table II - Derivative Security (e.g., puts, calls, vone Exercise Price of Date (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, vone Exercise Price of Date (Month/Day/Year) Stock 3. Transaction Date (e.g., puts, calls, vone Exercise Price of Date (Month/Day/Year) Stock 3. Transaction Date (e.g., puts, calls, vone Exercise Price of Date (Month/Day/Year) Scurity 3. Date of E 04/19/2005 Exercise (Month/Day/Year) 3. Date of Exercise Price of (Month/Day/Year) Stock 4. Transaction Code (Instr. 8)	WALD LINDSAY A MD (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities According (Month/Day/Year) Stock Stock Stock Table II - Derivative Securities According Date (Month/Day/Year) (L. Transaction Date (Month/Day/Year) Stock Stock Stock Table II - Derivative Securities According Date (Month/Day/Year) (L. Transaction Date (Month/Day/Year) Stock Stock Stock Table II - Derivative Securities According Date (Month/Day/Year) (L. Transaction Date (Month/Day/Year) Stock Stock Stock Table II - Derivative Securities According Date (Month/Day/Year) (Month/Day/Year) Security Se	MANHATTAN INC MHTT	Corversion Corversion Parks Corversion Parks	MANHATTAN PHARM/ INC MHTT	MANHATTAN PHARMACEUTE INC [MHTT] 3. Date of Earliest Transaction (Month/Day/Year) 04/19/2005 4. If Amendment, Date of Original Filed (Month/Day (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Price of Code (Instr. 5) 2. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Stock Stock Stock Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe from the price of Code (Instr. 5) 3. Transaction (Bayerian) (Gode V Amount Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertibe price of code (Instr. 5) 3. Transaction (Bayerian) (Month/Day/Year)	WALD LINDSAY A MD (First) (Middle) (STATE Mark Mark	MANHATTAN PHARMACEUTICALS INC MHTT	MANHATTAN PHARMACEUTICALS CIMENT Number Color	MANIATIAN PHARMACEUTICALS INC [MIIIT] 3. Date of Earliest Transaction (Month/Day/Year) (Slate) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner Form Form Form Form Form Form Form For	MANHATTAN PHARMACEUTICALS Content Conten	Annual Content and applicable Content and	MANHATTAN PHARMACEUTICALS Conception Content and appropriate C		

Explanation of Responses:

- 1. Shares owned by three trusts for the benefit of the Reporting Person; however, Lester Lipshultz, and not the Reporting Person, has voting and dispositive control over the shares owned by these three trusts. Accordingly, the Reporting Person disclaims beneficial ownership of these shares, except as to any pecuniary interest therein.
- 2. A corporation of which the Reporting Person is the sole shareholder.
- 3. Does not include 5,387,450 shares of common stock and 25,524 shares of Series A Convertible Preferred Stock (which is convertible into 232,036 shares of Common Stock), which are owned by certain trusts for the Benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares, except to any pecuniary interest therein. The shares owned by the trusts are reported on a separate Form 4, prepared by the trustee/investment manager.

** 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.