

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WEISS MICHAEL S</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/29/2011	3. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN PHARMACEUTICALS INC [MHAN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">See Remarks</p>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 787 SEVENTH AVE, 48TH FLOOR			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) NEW YORK NY 10019			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,500,000	D	
Series A Preferred Stock ⁽¹⁾	112,500	D	
Series A Preferred Stock ⁽¹⁾⁽³⁾	284,013	I	Mr. Weiss is a principal of Opus Point Partners, LLC

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants to purchase Common Stock ⁽²⁾	12/29/2011	12/29/2016	Common Stock	0.04	D	

Explanation of Responses:

1. Mr. Weiss beneficially owns 112,500 shares of Registrant's Preferred Stock, which votes with the Common Stock on an as-converted basis (each share of Preferred Stock converts into 500 shares of Common Stock, provided that such conversion right is subject to sufficient available authorized shares of the registrant's common stock). The shares of Series A Preferred Stock vest as follows: 14,063 on each of November 15, 2012, November 15, 2013, November 15, 2014, and November 15, 2014; 28,123 upon the occurrence of the registrant achieving a particular market capitalization target; and 28,123 upon the occurrence of the registrant achieving a second particular market capitalization target.

2. Each warrant is exercisable to purchase one share of the registrant's Common Stock and is exercisable for a price of \$0.04 for a period of five years.

3. Mr. Weiss is the managing member of Opus Point Partners, LLC ("Opus Point"), and thus may be deemed to beneficially own such shares of Series A Preferred Stock.

Remarks:

Executive Chairman, Interim CEO and President.

/s/ Michael S. Weiss

01/09/2012

** Signature of Reporting Person

Date

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 5 (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.