

GIMBERT JOAN PONS
Form 4
February 02, 2007

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GIMBERT JOAN PONS

2. Issuer Name and Ticker or Trading Symbol
MANHATTAN
PHARMACEUTICALS INC [MHA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OLEOYL-ESTRONE
DEVELOPEMENTS, SL, JOSEP
SAMITIER 1-5 SCIENCE PARK

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BARCELONA, U3 U3 08028

(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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	3,957,037	I	By Oleoyl-Estrone Developments SL ⁽¹⁾
Common Stock ⁽²⁾	01/30/2007		A	2,112 A ⁽³⁾ 2,112		D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

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)

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)	8. Amount or Number of Shares
Option	\$ 1.65					(4) 01/27/2014	Common Stock	75,000
Director Stock Option (2)	\$ 1					(5) 01/11/2015	Common Stock	25,000
Director Stock Option (2)	\$ 0.71	01/30/2007		A	50,000	(6) 01/30/2017	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIMBERT JOAN PONS C/O OLEOYL-ESTRONE DEVELOPEMENTS, SL JOSEP SAMITIER 1-5 SCIENCE PARK BARCELONA, U3 U3 08028	X			

Signatures

/s/ Joan Pons
Gimbert 02/01/2007

**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)

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The Reporting Person is the chief executive officer of Oleoyl-Estrone Developments SL, a company of unlimited duration registered in the Registro Mercantil of Carcelona ("OED"). The Reporting Person disclaims beneficial Ownership of the shares owned by OED.

- (2) Under the 2003 Stock Option Plan.
- (3) Stock issued in lieu of Director's fees due; based on closing stock price on January 30, 2007.
- (4) 25,000 shares have vested. 25,000 shares vest, if at all, on 1/28/05 and 1/28/06, respectively.
- (5) 8,334 shares vest on 1/11/05, 8,333 shares vest on each of 1/11/06 and 1/11/07.
- (6) 16,667 shares vest on each of 1/30/07 and 1/30/08; 16,666 shares vest on 1/30/09.

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

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