

MANHATTAN PHARMACEUTICALS INC
Form SC 13G
February 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

MANHATTAN PHARMACEUTICALS, INC.

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

563118207
CUSIP Number

December 31, 2004
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
Page 1 of 5 Pages

SCHEDULE 13G

CUSIP No. 563118207

Page 2 of 5

1 Names of Reporting Persons

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I.R.S. Identification Nos. of above persons (entities only)

LINDSAY A. ROSENWALD, M.D.

2 Check the Appropriate Box If a Member of a Group *

a. []
b. []

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 3,246,806
	6	Shared Voting Power 189
	7	Sole Dispositive Power 3,246,806
	8	Shared Dispositive Power 189

9 Aggregate Amount Beneficially Owned by Each Reporting Person
3,246,995

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares *

[]

11 Percent of Class Represented By Amount in Row (9)

11.5%

12 Type of Reporting Person *

IN

* see instructions before filling out

PAGE 3 OF 5

ITEM 1(A) NAME OF ISSUER:

Manhattan Pharmaceuticals, Inc. (the "Issuer")

ITEM 1(B) ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

810 Seventh Avenue
New York, NY 10019

ITEM 2(A) NAME OF PERSON FILING:

Lindsay A. Rosenwald, M.D. (the "Reporting Person").

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ITEM 2 (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Paramount BioCapital Investments, LLC
787 Seventh Avenue, 48th Floor
New York, NY 10036

ITEM 2 (C) CITIZENSHIP:
The Reporting Person is a citizen of the United States.

ITEM 2 (D) TITLE OF CLASS OF SECURITIES:
Common Stock (the "Shares").

ITEM 2 (E) CUSIP NUMBER:
563118207

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B),
OR 13D-2(B) OR (C), CHECK WHETHER THE
PERSON FILING IS A:

This Item 3 is not applicable.

ITEM 4. OWNERSHIP:

ITEM 4 (A) AMOUNT BENEFICIALLY OWNED:

Reporting Person beneficially owns 3,246,995 Shares,
consisting of (i) 2,497,621 Shares held directly by the
Reporting Person; (ii) 232,300 Shares to be held directly by
the Reporting Person upon the conversion of 24,930 shares of
Series A Convertible Preferred Stock; (iii) 516,885 Shares to
be held directly by the Reporting Person upon the exercise of
warrants; (iv) 38 Shares held by June Street Company of which

the Reporting Person is the sole shareholder; (v) 38 Shares
held by Huntington Street Company of which the Reporting
Person is the sole shareholder; (vi) 80 Shares held by the
Reporting Person's wife, over which Shares the Reporting
Person may be deemed to have sole voting and dispositive
power, although the Reporting Person disclaims beneficial
ownership of such Shares except with regard to his pecuniary
interest therein, if any; and (vii) 33 Shares held by the
Reporting Person's minor children, over which Shares the
Reporting Person may be deemed to have sole voting and
dispositive power, although the Reporting Person disclaims
beneficial ownership of such Shares except with regard to his
pecuniary interest therein, if any.

ITEM 4 (B) PERCENT OF CLASS:
See Item 11 of the cover page.

ITEM 4 (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

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- | | | |
|-------|---|-----------------|
| (i) | Sole power to vote or direct the vote: | Please see Item |
| (ii) | Shared power to vote or to direct the vote | page. |
| (iii) | Sole power to dispose or to direct the disposition of | Please see Item |
| (iv) | Shared power to dispose or to direct the disposition of | page. |

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

This Item 5 is not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

See Item 4 Above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

This Item 7 is not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

This Item 8 is not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

This Item 9 is not applicable.

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 10, 2005

/s/ Lindsay A. Rosenwald

Lindsay A. Rosenwald, M.D.

