

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: February 28, 2011  
Estimated average burden hours per response... 0.5

### 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(f) of the Investment Company Act of 1940

|   |         |          |  |  |  |   |  |  |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person *<br><b>JACKSON MICHAEL</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>MANHATTAN BRIDGE CAPITAL, INC [ LOAN ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other<br>(specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><br><b>6/23/2009</b>                         |  |  |   |  |  |
| C/O MANHATTAN BRIDGE CAPITAL, INC., 192 LEXINGTON AVENUE STE 504    |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY)  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (Street)<br><b>NEW YORK, NY 10016</b>                               |         |          |  |  |  |   |  |  |
| (City)  |         |          | (State)  |  |  | (Zip)   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price |   |  |   |

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

| 1. Title of Derivate Security (Instr. 3)          | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date   | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                  | 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 of Derivative Security: 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 |  |  |  |  |
| <b>OPTIONS FOR COMMON STOCK PAR VALUE \$ .001</b> | <b>\$0.93</b>  | <b>6/23/2009</b> |                                   | <b>A</b>                  |   | <b>7000</b>  | <b>(1)</b> | <b>6/23/2009</b>                        | <b>6/23/2014</b> | <b>Common stock par value \$ .001</b>   | <b>7000</b>                | <b>\$0</b>                                 | <b>42000 (2)</b>   | <b>D</b>   |  |

**Explanation of Responses:**

( ) Such grant of options was made pursuant to the company's 2009 Stock Option Plan, upon re-election of the reporting person as a  
**1)** director. Such options vest immediately.

- ( Includes the following: 35,000 options granted pursuant to the company's 1999 Stock Option Plan, as amended and 7,000  
 2) options granted pursuant to the company's 2009 Stock Option Plan.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>JACKSON MICHAEL<br/>C/O MANHATTAN BRIDGE CAPITAL, INC.<br/>192 LEXINGTON AVENUE STE 504<br/>NEW YORK, NY 10016</b> | <b>X</b>      |           |         |       |

**Signatures**/s/ **Michael Jackson****6/24/2009**

\*\* 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 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.

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