

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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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

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* <u>RAN ASSAF</u> (Last) (First) (Middle) C/O MANHATTAN BRIDGE CAPITAL, INC. 60 CUTTER MILL ROAD (Street) GREAT NECK NY 11021 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MANHATTAN BRIDGE CAPITAL, INC</u> [LOAN] | 5. 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) <input type="checkbox"/> Other (specify below) President & CEO__ |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2011 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 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 | | | |
| Common Stock | 12/13/2011 | | P | | 2,940 | A | (1) | 2,479,535 | D | |

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 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|---|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 ⁽²⁾ | \$0.74 | | | | | | | 03/18/2009 ⁽³⁾ | 03/18/2014 | Common stock par value \$.001 | | 140,000 | | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 ⁽²⁾ | \$1.01 | | | | | | | 03/13/2008 ⁽⁴⁾ | 03/13/2013 | Common stock par value \$.001 | | 70,000 | | D | |

Explanation of Responses:

- Reflects the weighted average price of multiple same day open market purchases within a one dollar price range of one another at prices ranging from \$0.9925 to \$1.00 per share.
- On 9/9/11, under the terms of a Restricted Shares Agreement (the "Restricted Stock Agreement") between the reporting person and Manhattan Bridge Capital, Inc. (the "Company"), upon shareholders' approval, the reporting person received a grant of 1,000,000 shares of restricted common stock of the Company ("Restricted Shares") and agreed, among other things, that he will not exercise these options with exercise prices below \$1.21 per share.
- This option, granted on 3/18/09 pursuant to the Company's 1999 Stock Option, vests in 1/3 increments on each of the grant date and the 1st and second anniversaries of the grant date.
- This option, granted on 3/13/08 pursuant to the Company's 1999 Stock Option, vests in 1/3 increments on each of the grant date and the 1st and second anniversaries of the grant date.

/s/ Assaf Ran

12/13/2011

** 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.

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.