

SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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) 09/09/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year) 09/12/2011		

**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			

**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					
OPTIONS FOR COMMON STOCK PAR VALUE \$ .001 <sup>(1)</sup>	\$1.43	09/09/2011		D			70,000	03/16/2010 <sup>(2)</sup>	03/16/2015	Common stock par value \$ .001	<sup>(3)</sup>	0	D	

**Explanation of Responses:**

- On 9/12/11, the reporting person filed a Form 4 which neglected to disclose the termination and cancellation of this option as of 9/9/11.
- This option, granted on 3/16/10 pursuant to the Company's 2009 Stock Option, vests in 1/3 increments on each of the grant date and the 1st and second anniversaries of the grant date.
- 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 to the termination and cancellation of 280,000 options with exercise prices above \$1.21 per share that he held.

/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.