

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 * RAN ASSAF <small>(Last) (First) (Middle)</small> C/O MANHATTAN BRIDGE CAPITAL, INC., 192 LEXINGTON AVENUE <small>(Street)</small> NEW YORK, NY 10016 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol MANHATTAN BRIDGE CAPITAL, INC [LOAN] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/16/2011</p>	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) <p align="center">President & CEO</p>
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock							1475595		D	

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				
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$1.46	3/16/2011		A		140000		3/16/2011 (1)	3/16/2016	Common stock par value \$.001	140000 (2)	140000		D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$1.43							3/16/2010 (3)	3/16/2015	Common stock par value \$.001	70000	140000		D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$0.74							3/18/2009 (4)	3/18/2014	Common stock par value \$.001	140000	140000		D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$1.01							3/13/2008 (5)	3/13/2013	Common stock par value \$.001	70000	70000		D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$1.69							3/22/2007 (6)	3/22/2012	Common stock par value \$.001	700000	700000		D	

Explanation of Responses:

(1) This option, granted on 3/16/11 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.

- (2) Not applicable.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) This option, granted on 3/22/07 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAN ASSAF C/O MANHATTAN BRIDGE CAPITAL, INC. 192 LEXINGTON AVENUE NEW YORK, NY 10016	X	X	President & CEO	

Signatures

/s/ Assaf Ran

3/17/2011

** 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 control number.