

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
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 * MICHALS PHILLIP (Last) (First) (Middle) C/O MANHATTAN BRIDGE CAPITAL, INC., 60 CUTTER MILL ROAD, SUITE 205 (Street) GREAT NECK, NY 11021 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MANHATTAN BRIDGE CAPITAL, INC [LOAN] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/19/2012</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 6/19/2012 | | P | | 5000 | A \$1.00 | 20000 | 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 | \$1.21 | | | | | | | 9/9/2011 | 9/9/2016 | Common stock par value \$.001 | 7000 | | 7000 (1) | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 | \$1.34 | | | | | | | 6/21/2010 | 6/21/2015 | Common stock par value \$.001 | 7000 | | 7000 (2) | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 | \$0.93 | | | | | | | 6/23/2009 | 6/23/2014 | Common stock par value \$.001 | 7000 | | 7000 (3) | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 | \$0.85 | | | | | | | 6/24/2008 | 6/24/2013 | Common stock par value \$.001 | 7000 | | 7000 (4) | D | |

Explanation of Responses:

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

- (3) Such grant of options was made pursuant to the company's 2009 Stock Option Plan, upon re-election of the reporting person as a director. Such options vest immediately
- (4) Such grant of options was made pursuant to the company's 1999 Stock Option Plan, as amended, upon election of the reporting person as a director. Such options vest immediately.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MICHALS PHILLIP C/O MANHATTAN BRIDGE CAPITAL, INC. 60 CUTTER MILL ROAD, SUITE 205 GREAT NECK, NY 11021 | X | | | |

Signatures

/s/Phillip Michals

6/19/2012

** 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.