

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 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 <small>(Last) (First) (Middle)</small> C/O MANHATTAN BRIDGE CAPITAL, INC., 60 CUTTER MILL ROAD, SUITE 205 <small>(Street)</small> GREAT NECK, NY 11021 <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">6/22/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> 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 <input type="checkbox"/> 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							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	\$1.02	6/22/2012		A		7000	(1)	6/22/2012	6/22/2017	Common stock par value \$.001	7000	\$0	7000	D		
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$1.21							9/9/2011	9/9/2016	Common stock par value \$.001	7000		7000	(2)	D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$1.34							6/21/2010	6/21/2015	Common stock par value \$.001	7000		7000	(3)	D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$0.93							6/23/2009	6/23/2014	Common stock par value \$.001	7000		7000	(4)	D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001	\$0.85							6/24/2008	6/24/2013	Common stock par value \$.001	7000		7000	(5)	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 2009 Stock Option Plan, upon re-election of the reporting person as a director. Such options vest immediately.
- (5) 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

6/22/2012

** 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.