

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
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**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., 60 CUTTER MILL ROAD <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">8/28/2012</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	8/28/2012		P		1405	A \$0.94	2496000	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 (2)	\$0.74							3/18/2009 (2)	3/18/2014	Common stock par value \$.001	140000		140000 (1)	D	
OPTIONS FOR COMMON STOCK PAR VALUE \$.001 (2)	\$1.01							3/13/2008 (3)	3/13/2013	Common stock par value \$.001	70000		70000 (1)	D	

Explanation of Responses:

- (1) 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 \$1.40 per share.
- (2) 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.

- (3) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAN ASSAF C/O MANHATTAN BRIDGE CAPITAL, INC. 60 CUTTER MILL ROAD GREAT NECK, NY 11021	X	X	President & CEO	

Signatures

/s/ Assaf Ran

8/28/2012

** 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.

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