

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
or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person * JACKSON MICHAEL (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] | 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) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/16/2014</p> | | 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 | | | | | | | 14000 | | 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 | \$2.92 | 7/16/2014 | | A | | 7000 | | 7/16/2014 | 7/16/2019 | Common stock par value \$.001 | 7000 | \$0 | 7000 | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 | \$1.53 | | | | | | | 6/18/2013 | 6/18/2018 | Common stock par value \$.001 | 7000 | | 7000 | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 | \$1.02 | | | | | | | 6/22/2012 | 6/22/2017 | Common stock par value \$.001 | 7000 | | 7000 | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 | \$1.21 | | | | | | | 9/9/2011 | 9/9/2016 | Common stock par value \$.001 | 7000 | | 7000 | D | |
| OPTIONS FOR COMMON STOCK PAR VALUE \$.001 | \$1.34 | | | | | | | 6/21/2010 | 6/21/2015 | Common stock par value \$.001 | 7000 | | 7000 | D | |

Explanation of Responses:

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

| | | | | |
|---|----------|--|--|--|
| JACKSON MICHAEL C/O MANHATTAN BRIDGE CAPITAL, INC. 60 CUTTER MILL ROAD, SUITE 205 GREAT NECK, NY 11021 | X | | | |
|---|----------|--|--|--|

Signatures

/s/ Michael Jackson

7/17/2014

** 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.