MANHATTAN PHARMACEUTICALS INC Form 4/A April 14, 2003

OMB APPROVAL
OMB NUMBER 3235-0287
EXPIRES: JANUARY 31, 2005
ESTIMATED AVERAGE BURDEN
HOURS PER RESPONSE 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[X] Check box if no longer subj may continue. See Instructi		6. Form 4 or Form 5 obligations					
1. Name and Address of Reporti	ng Person						
Rosenwald, MD	Lindsay	Α.					
(Last)	(First)	(Middle)					
787 Seventh Avenue, 48/th/ Floor							
	(Street)						
New York	NY	10019					
(City)	(State)	(Zip)					
2. Issuer Name and Ticker or Trading Symbol							
Manhattan Pharmaceuticals, Inc. (f/k/a Atlantic Technology Ventures) ATLC.OB							
3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)							
4. Statement for Month/Day/Year							
February 2003							
5. If Amendment, Date of Original (Month/Day/Year)							
February 2003							

6. Relationship of Reporting Person to Issuer

(Check all applicable)

	Director Officer (gi	ve title belo	ow)		10% Owner Other (sp		elow)			
[X]	Form filed b	oy one Report oy more than	ing (Check a	g Per	son					
		Non-Derivati	ve Securitie eneficially O	s Acq wned	uired, Dis	sposed o	f,			
		2.	2A. Deemed		ansaction	Dispose (Instr	ties Acqued of (D)	nd 5)		5. Amo Sec Ben Own
1. Title of (Instr. 3	_	action Date	Execution Date, if any (mm/dd/yy)	(I 	de nstr. 8) ode V 	- Amo		(A)	Price	- ing Tra (In and
Common St	ock	02/21/03			J/1/ 	8,	669 , 766 	A	_	11
FORM 4 (c	ontinued)									
Table II			Acquired, Di	_			_	ed		
				=			====	-		

2. Conversion

5. Number of Title and Amount

	or Exer- cise Price of Deriv-	3. Trans- action Date	Date,	action Code	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Date Exercisable and Expiration Date (Month/Day/Year)		of Underlying Securities (Instr. 3 and 4	
1. Title of										Amount or
Derivative Security		(Month/Day/	Day/	8) 			Date Exer-	tion	Title	Number of Shares
(Instr. 3)	ity 		Year) 				cisable 			snares

Explanation of Responses:

- On February 21, 2003, Atlantic Technology Ventures, Inc. completed a merger with a private company, Manhattan Pharmaceuticals, Inc. pursuant to which, Atlantic issued 12.70967 shares of its Common Stock for each one (1) share of Manhattan Common Stock outstanding. As a result of the Merger, Dr. Rosenwald, who is a stockholder of both Manhattan and Atlantic, received 7,975,322 shares of Common Stock.
- In connection with the Merger, holders of certain Common Stock Warrants of Atlantic exchanged such warrants for shares of Common Stock on the basis of one share of Common Stock for every three shares of Common Stock underlying the Warrants. As a result, Dr. Rosenwald was issued 694,444 shares of Common Stock.

/S/	April 7, 2003
**Signature of Reporting Person	Date
Lindsay A. Rosenwald, MD	

^{**} 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 provided is insufficient, see Instruction 6 for procedure.

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