ATLANTIC TECHNOLOGY VENTURES INC
Form 4
February 28, 2003

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UNITED STATES 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(h) of the Investment Company Act of 1940

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|X| Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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1.   Name and Address of Reporting Person*

     Lindsay A. Rosenwald, M.D.

     (Last)   (First)   (Middle)

     787 Seventh Avenue, 48th Floor

                                   (Street)

     New York   NY   10019

     (City)   (State)   (Zip)

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2.   Issuer Name and Ticker or Trading Symbol

     Manhattan Pharmaceuticals, Inc.
     (f/k/a Atlantic Technology Ventures) ATLC.OB

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3.   I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4.   Statement for Month/Day/Year

     February 2002

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5.   If Amendment, Date of Original (Month/Day/Year)

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6.   Relationship of Reporting Person(s) to Issuer
     (Check all applicable)

     |_| Director |X| 10% Owner
     |_| Officer (give title below) |_| Other (specify below)

     _____

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7.   Individual or Joint/Group Filing (Check Applicable line)

|X| Form Filed by One Reporting Person
|_| Form Filed by More than One Reporting Person

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              Table I -- Non-Derivative Securities Acquired, Disposed of,
                           or Beneficially Owned
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1. Title of Security (Instr. 3)	2. Trans-action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price
Common Stock	02/21/03		J(1)		7,136,453	A	--

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).

      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

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
         (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (mm/dd/yy)	3A. Deemed Execution Date if any (mm/dd/yy)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Explanation of Responses:

(1)   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 Common Stock for each one (1)
      share of Manhattan Common Stock. In connection with the Merger, Dr.
      Rosenwald, who is a stockholder of both Manhattan and Atlantic, received
      7,136,953 shares of Common Stock.

(2)   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.

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**      Intentional misstatements or omissions of facts constitute Federal
        Criminal Violations.

        See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
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/s/ Lindsay A. Rosenwald, M.D.                        February 26, 2002
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        **Signature of Reporting Person                       Date
        Lindsay A. Rosenwald, M.D.
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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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