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).

(Print or Type Responses)

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

Name and Address of Reporting Person – CONRAD HERBERT J				2. Issuer Name and Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director 10% Owner					
(Last) (First) (Middle) C/O MATINAS BIOPHARMA HOLDINGS, INC., 1545 ROUTE 206 SOUTH SUITE 302				3. Date of Earliest Transaction (Month/Day/Year) 06/30/2019						Office	r (give title belo	ow)	Other (specify	below)	
(Street) BEDMINSTER,, NJ 07921				_X_						_X_ Form fil	6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year		2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		(A) or Dispos (Instr. 3, 4 and		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ollowing	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			
					Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Common \$0.0001	Stock, par	r value	06/30/2019		A	·	28,005 (1)	A	\$ 0	197,983			D		
	Stock, pa	r value								125,000			I	By Herbert J. Conrad Trust u/a/d 3/4/2005, Herbert J Conrad and Judith Conrad, Trustees	
Common \$0.0001	Stock, pa	r value								3,784,94	.4		I	Herbert Conrad 2019 Grantor Retained Annuity Trust (GRAT)	
D ! d !	D		hl	'.' 1		1	:		-				•		
Reminder:	Report on a s	separate line io	or each class of secu	rines beneficially of		Pers cont	ons who	respo	rm ar	e not requ	ction of inf uired to res OMB cont	spond unl	ess	C 1474 (9-02)	
				Derivative Securit											
1. Title of Derivative Security (Instr. 3)	f 2. 3. Transaction or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/		n 3A. Deemed 4. Execution Date, if Transac		5.	6. Date Exercisable 7. T and Expiration Date (Month/Day/Year) Unc Sec		urities (Instr. 5) Beneficia Owned Following Reported		Derivative Securities Beneficial Owned Following Reported Transactio	Owner Form of Deriva Securi Direct or Indi	tive Ownershi ty: (Instr. 4) (D) rect			

	Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
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Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CONRAD HERBERT J C/O MATINAS BIOPHARMA HOLDINGS, INC. 1545 ROUTE 206 SOUTH SUITE 302 BEDMINSTER,, NJ 07921	X					

Signatures

/s/_Jerome D. Jabbour, attorney-in fact for Herbert J. Conrad	07/02/2019		
**Signature of Reporting Person	Date		

Explanation of Responses:

- * 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).
- On June 30, 2019, the Reporting Person was issued 28,005 shares of common stock par value \$.0001 per share pursuant to the Company's 2013 Equity Compensation Plan. Such shares vest immediately upon grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.