FORM 4

(Print or Type Responses)

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 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]					S. 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) 12/31/2019					Office	r (give title belo	ow)	Other (specify	below)	
(Street) BEDMINSTER,, NJ 07921									6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(City)	(State)	(Zip)	Ta	Table I - Non-Derivative Securities Acquired, Disposed					osed of, or I	Beneficially	Owned		
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	V	Amount	(D)	Price				(Instr. 4)	
\$0.0001	Stock, par per share	r value	12/31/2019		A		10,573 (1)	A	\$ 0	514,622			D	
Common \$0.0001]	Stock, par per share	r value								125,000	5,000		I	By Herbert J. Conrad Trust u/a/d 3/4/2005, Herbert J Conrad and Judith Conrad, Trustees
Common \$0.0001	ı Stock, par per share	r value								3,784,94	4		I	Herbert Conrad 2019 Grantor Retained Annuity Trust (GRAT)
Reminder:	Renort on a s	enarate line f	or each class of secu	rities beneficially ov	vned direct	lv or	indirectly			-				
Kemmder.	report on a s	cparate fine is	or each class of secu	THE BEHEREARY OV		Pers cont	ons who	respo	rm ar	e not requ	ction of inf lired to res OMB cont	spond unl	ess	C 1474 (9-02)
				Derivative Securiti (e.g., puts, calls, wa										
Security	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/\(^3\)		3A. Deemed Execution Day (Year) any	4. Transaction Code Year) (Instr. 8)	5.	6. D and (Mo	5. Date Exercisable and Expiration Date Ame Month/Day/Year) Und Section		Title and count of derlying urities str. 3 and	nnt of Derivative Security Securities (Instr. 5) Beneficia		Owner Form o Deriva Securit Direct or Indi	Beneficia Ownershi y: (Instr. 4)	

	Code V (A	Date Expiration Date (D)	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/ Keith A. Kucinski, attorney-in fact for Herbert J. Conrad	01/03/2020	
**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).
- (1) On December 31, 2019, the Reporting Person was issued 10,573 shares of common stock par value \$.0001 per share pursuant to the Issuer's Amended and Restated 2013 Equity Incentive 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.