

MANNKIND CORP  
Form 4  
July 17, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Palumbo Diane

(Last) (First) (Middle)

28903 NORTH AVENUE PAINE

(Street)

VALENCIA, CA 91355

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MANNKIND CORP [MNKD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice President, Human Resource

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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) | 3. Transaction 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, \$.01 Par Value   | 06/27/2014                           |  | A <sup>(1)</sup>               |   | 247,000   | A  | \$ 0  |
| Common Stock, \$.01 Par Value   | 06/27/2014                           |  | F <sup>(2)</sup>               |   | 128,887   | D  | \$ 10   |
| Common Stock, \$.01 Par Value   | 07/15/2014                           |  | S                              |   | 17,901 <sup>(3)</sup>   | D  | \$ 10.0124 <sup>(4)</sup>                             |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 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 Number Shares                                    |
| Employee Stock Option (right to buy)       | \$ 1.69  | 10/14/2013                           |  | A                              | 60,000<br>(5)   | 10/14/2013 05/17/2022                                    | Common Stock, \$.01 Par Value 60,000                          |
| Employee Stock Option (right to buy)       | \$ 6.85  | 11/21/2013                           |  | A                              | 90,000<br>(6)   | 11/21/2013 05/23/2023                                    | Common Stock, \$.01 Par Value 90,000                          |
| Employee Stock Option (right to buy)       | \$ 1.69  | 06/27/2014                           |  | A                              | 80,000<br>(7)   | 06/27/2014 05/17/2022                                    | Common Stock, \$.01 Par Value 80,000                          |
| Employee Stock Option (right to buy)       | \$ 6.85  | 06/27/2014                           |  | A                              | 180,000<br>(8)  | 06/27/2014 05/23/2023                                    | Common Stock, \$.01 Par Value 180,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Palumbo Diane<br>28903 NORTH AVENUE PAINE<br>VALENCIA, CA 91355 |               |           | Vice President, Human Resource |       |

## Signatures

/s/ Diane  
Palumbo

07/15/2014

\_\_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).

The reporting person was granted multiple restricted stock units that vest upon the achievement of certain defined performance milestones. On June 27, 2014, one of the defined performance milestones was met, resulting in the partial vesting of the restricted stock units.

(2) Shares withheld to satisfy the tax liability incident to the vesting of previously reported restricted stock units.

(3) Transaction occurred pursuant to Rule 10B5-1 Plan.

The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.96 to \$10.07, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(5) On May 17, 2012, the reporting person was granted an option that vests upon the achievement of certain defined performance milestones. On October 14, 2013, one of the defined performance milestones was met, resulting in the partial vesting of the option.

(6) On May 23, 2013, the reporting person was granted an option that vests upon the achievement of certain defined performance milestones. On November 21, 2013, one of the defined performance milestones was met, resulting in the partial vesting of the option.

(7) On May 17, 2012, the reporting person was granted an option that vests upon the achievement of certain defined performance milestones. On June 27, 2014, one of the defined performance milestones was met, resulting in the partial vesting of the option.

(8) On May 23, 2013, the reporting person was granted an option that vests upon the achievement of certain defined performance milestones. On June 27, 2014, one of the defined performance milestones was met, resulting in the partial vesting of the option.

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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