

MANNKIND CORP
Form 4
August 26, 2014

FORM 4

**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, 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 *
Martens Juergen

(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)

08/11/2014

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)

Corporate VP

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 | Price | |
| Common Stock, \$.01 Par Value | 08/11/2014 | | A ⁽¹⁾ | | 220,000 | A \$ 0 | 404,326 D |
| Common Stock, \$.01 Par Value | 08/11/2014 | | F ⁽²⁾ | | 107,030 | D \$ 8.53 | 297,296 D |
| Common Stock, \$.01 Par Value | 08/21/2014 | | A ⁽³⁾ | | 11,500 | A \$ 0 | 308,796 D |

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| | | | | | | | |
|--|------------|-------------------------|--------|---|----------------------------|---------|---|
| Common Stock, \$.01 Par Value | 08/22/2014 | <u>F</u> ⁽²⁾ | 1,338 | D | \$ 7.09 | 307,458 | D |
| Common Stock, \$.01 Par Value | 08/22/2014 | <u>S</u> ⁽⁴⁾ | 22,775 | D | \$ 7.0236 <u>(5)</u> | 284,683 | D |

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

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(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 | \$ 1.69 | 08/11/2014 | | <u>A</u> ⁽⁶⁾ | 60,000 | 08/11/2014 05/17/2022 | Common Stock, \$0.01 Par Value 60,000 |
| Employee Stock Option | \$ 6.85 | 08/11/2014 | | <u>A</u> ⁽⁷⁾ | 240,000 | 08/11/2014 05/23/2023 | Common Stock, \$0.01 Par Value 240,000 |
| Employee Stock Option | \$ 7.09 | 08/21/2014 | | <u>A</u> ⁽⁸⁾ | 51,700 | 08/21/2015 08/20/2024 | Common Stock, \$0.01 Par Value 51,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Martens Juergen 28903 NORTH AVENUE PAINE | | | Corporate VP | |

VALENCIA, CA 91355

Signatures

/s/ Juergen

Martens

08/22/2014

__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 August 11, 2014, one of the defined performance milestones was met, resulting in the partial vesting of the restricted stock units.
 - (1) Shares withheld to satisfy the tax liability to the vesting of a restricted stock unit award.
 - (2) Acquired pursuant to a Restricted Stock Unit Award: 25% vest on each year anniversary of the vesting determination date and 25% each anniversary thereafter; shares shall fully vest on the fourth anniversary of the vesting determination date.
 - (3) Transaction occurred pursuant to Rule 10b5-1 Plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.9600 to \$7.0715, 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.
 - (4) On May 17, 2012, the reporting person was granted an option that vests upon the achievement of certain defined performance milestones. On August 11, 2014, one of the defined performance milestones was met, resulting in the partial vesting of the option.
 - (5) On May 23, 2013, the reporting person was granted an option that vests upon the achievement of certain defined performance milestones. On August 11, 2014, one of the defined performance milestones was met, resulting in the partial vesting of the option.
 - (6) 25% vesting on the anniversary of the vesting determination date and 1/48th per month thereafter; being fully vested on the fourth anniversary of the vesting determination date.

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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