

MANNKIND CORP  
Form 4  
July 17, 2014

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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(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)  
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  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)  
Corporate VP

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	\$ 0 336,024
Common Stock, \$.01 Par Value	06/27/2014		F <sup>(2)</sup>		120,166	D	\$ 10 215,858

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**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	10/14/2013		A	60,000 (3)	10/14/2013 05/17/2022	Common Stock, \$0.01 Par Value 60,000
Employee Stock Option	\$ 6.85	11/21/2013		A	120,000 (4)	11/21/2013 05/23/2023	Common Stock, \$0.01 Par Value 120,000
Employee Stock Option	\$ 1.69	06/27/2014		A	80,000 (5)	06/27/2014 05/17/2022	Common Stock, \$0.01 Par Value 80,000
Employee Stock Option	\$ 6.85	06/27/2014		A	240,000 (6)	06/27/2014 05/23/2023	Common Stock, \$0.01 Par Value 240,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martens Juergen 28903 NORTH AVENUE PAINE VALENCIA, CA 91355			Corporate VP	

## Signatures

/s/ Juergen Martens  
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).

(1)

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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 to the vesting of a restricted stock unit award.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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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