

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 *
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)
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)

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	08/11/2014		A ⁽¹⁾		220,000	A	\$ 0
Common Stock, \$.01 Par Value	08/11/2014		F ⁽²⁾		128,887	D	\$ 8.53
Common Stock, \$.01 Par Value	08/21/2014		A ⁽³⁾		9,700	A	\$ 0
Common Stock, \$.01	08/22/2014		G ⁽⁴⁾		118,113	D	\$ 7.02

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Par Value					⁽⁵⁾		
Common Stock, \$.01 Par Value	08/22/2014		<u>F(2)</u>	1,175	D	\$ 7.09	212,627 D

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

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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 (right to buy)	\$ 1.69	08/11/2014		<u>A(6)</u>	60,000	08/11/2014 05/17/2022	Common Stock, \$.01 Par Value 60,000
Employee Stock Option (right to buy)	\$ 6.85	08/11/2014		<u>A(7)</u>	180,000	08/11/2014 05/23/2023	Common Stock, \$.01 Par Value 180,000
Employee Stock Option (right to buy)	\$ 7.09	08/21/2014		<u>A(8)</u>	43,400	08/21/2015 08/20/2024	Common Stock, \$.01 Par Value 43,400

Reporting Owners

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

Signatures

/s/ Diane
Palumbo

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) milestones. On August 11, 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) 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 fully vest on the fourth year anniversary of the vesting determination date.
 - (4) Shares sold to fund the establishment of a charitable fund.

- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.07, 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) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (6) 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.
 - (7) 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.
 - (8) 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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