

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

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(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
__X__ Officer (give title below) ____ Other (specify below)

Vice President, Human Resource

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)
Common Stock, \$.01 Par Value	06/27/2014		A ⁽¹⁾	247,000	A \$ 0	388,592	D
Common Stock, \$.01 Par Value	06/27/2014		F ⁽²⁾	128,887	D \$ 10	259,705	D
Common Stock, \$.01 Par Value	07/15/2014		S	17,901 ⁽³⁾	D \$ 10.0124 ⁽⁴⁾	241,804	D

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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 (right to buy)	\$ 1.69	10/14/2013		A		60,000 (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 (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 (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 (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 28903 NORTH AVENUE PAINE 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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