

MANNKIND CORP  
Form 4  
July 17, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
NORDHOFF HENRY L

(Last) (First) (Middle)  
28903 NORTH AVE 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)  
06/27/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$0.01 Par Value	06/27/2014		A		25,700 (1)	A	\$ 0 76,945

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)**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.85	06/27/2014		A		06/27/2014	05/23/2023	Common Stock	12,700
					(2)				
Stock Option (right to buy)	\$ 7.76	06/27/2014		A		06/27/2014	05/22/2024	Common Stock	40,000
					(3)				
Stock Option (right to buy)	\$ 7.76	06/27/2014		A		06/27/2014	05/22/2024	Common Stock	8,600
					(3)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDHOFF HENRY L 28903 NORTH AVE PAINE VALENCIA, CA 91355	X			

## Signatures

/s/ Henry Nordhoff  
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) The reporting person was granted multiple restricted stock units that vest in 36 equal monthly installments commencing one month from the date of grant, provided that no vesting shall occur until the achievement of a defined performance milestone, at which time any portion of such award that would have been vested as of such date shall immediately vest. On June 27, 2014, the defined performance milestone was met, at which time the awards vested to date and will continue to vest in equal installments thereafter.
- (2) On May 23, 2013, the reporting person was granted options that vest in 36 equal monthly installments commencing one month from the date of grant, provided that no vesting shall occur until the achievement of a defined performance milestone, at which time any portion of such award that would have been vested as of such date shall immediately vest. On June 27, 2014, the defined performance milestone was

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met, at which time the awards vested to date and will continue to vest in equal installments thereafter.

- (3) On May 22, 2014, the reporting person was granted options that vest in 36 equal monthly installments commencing one month from the date of grant, provided that no vesting shall occur until the achievement of a defined performance milestone, at which time any portion of such award that would have been vested as of such date shall immediately vest. On June 27, 2014, the defined performance milestone was met, at which time the awards vested to date and will continue to vest in equal installments thereafter.

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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