

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NORDHOFF HENRY L</u> (Last) (First) (Middle) <u>28903 NORTH AVE PAINE</u> (Street) <u>VALENCIA CA 91355</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MANKIND CORP [MNKD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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, \$0.01 Par Value	06/27/2014		A		25,700 ⁽¹⁾	A	\$0.00	76,945	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				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		12,700 ⁽²⁾		06/27/2014	05/23/2023	Common Stock	12,700	\$0.00	12,700	D	
Stock Option (right to buy)	\$7.76	06/27/2014		A		40,000 ⁽³⁾		06/27/2014	05/22/2024	Common Stock	40,000	\$0.00	40,000	D	
Stock Option (right to buy)	\$7.76	06/27/2014		A		8,600 ⁽³⁾		06/27/2014	05/22/2024	Common Stock	8,600	\$0.00	8,600	D	

Explanation of Responses:

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

Remarks:

/s/ Henry Nordhoff 07/15/2014
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.