

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>MANN ALFRED E</u> <hr/> (Last) (First) (Middle) <u>28903 NORTH AVENUE PAINE</u> <hr/> (Street) <u>VALENCIA CA 91355</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MANNKIND CORP [MNKD]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2013</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman & CEO / 10% Owner</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
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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	10/31/2013		M ⁽¹⁾		30,000,000	A	\$2.6	89,750,000	I	The Mann Group, LLC
Common Stock, \$.01 Par Value								41,068,142	I	Alfred E. Mann Living Trust
Common Stock, \$.01 Par Value								4,025,979	I	Biomed
Common Stock, \$.01 Par Value								2,406,027	I	Biomed II
Common Stock, \$.01 Par Value								10,968	I	MannCo
Common Stock, \$.01 Par Value								772,894	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
Common Stock Warrants	\$2.6	10/31/2013		M		40,000,000 ⁽¹⁾		12/21/2012	12/27/2013	Common Stock	30,000,000 ⁽²⁾	\$0.125	0	I	The Mann Group, LLC

Explanation of Responses:

- Private purchase between MNKD and The Mann Group, LLC in accordance with the Common Stock and Warrant Purchase Agreement dated 10/18/2012.
- Each warrant is exercisable for 0.75 shares of common stock.

Remarks:

/s/ Alfred E. Mann 11/04/2013
 ** 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.

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