

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>Palumbo Diane</u>			2. Issuer Name and Ticker or Trading Symbol <u>MANKIND CORP [MNKD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Vice President, Human Resource</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
28903 NORTH AVENUE PAINE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>VALENCIA CA 91355</u>								
(City) (State) (Zip)								

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	\$0.00	451,102	D	
Common Stock, \$.01 Par Value	08/11/2014		F ⁽²⁾		128,887	D	\$8.53	322,215	D	
Common Stock, \$.01 Par Value	08/21/2014		A ⁽³⁾		9,700	A	\$0.00	331,915	D	
Common Stock, \$.01 Par Value	08/22/2014		G ⁽⁴⁾		118,113	D	\$7.02 ⁽⁵⁾	213,802	D	
Common Stock, \$.01 Par Value	08/22/2014		F ⁽²⁾		1,175	D	\$7.09	212,627	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				
Employee Stock Option (right to buy)	\$1.69	08/11/2014		A ⁽⁶⁾		60,000		08/11/2014	05/17/2022	Common Stock, \$.01 Par Value	60,000	\$0.00	200,000	D	
Employee Stock Option (right to buy)	\$6.85	08/11/2014		A ⁽⁷⁾		180,000		08/11/2014	05/23/2023	Common Stock, \$.01 Par Value	180,000	\$0.00	450,000	D	
Employee Stock Option (right to buy)	\$7.09	08/21/2014		A ⁽⁸⁾		43,400		08/21/2015	08/20/2024	Common Stock, \$.01 Par Value	43,400	\$0.00	43,400	D	

Explanation of Responses:

- 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.
- Shares withheld to satisfy the tax liability incident to the vesting of previously reported restricted stock units.
- 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.
- 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.
- 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.
- 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.
- 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.

Remarks:

/s/ Diane Palumbo

08/22/2014

** 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.

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