

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>Palumbo Diane</u> (Last) (First) (Middle) 28903 NORTH AVENUE PAINE (Street) VALENCIA CA 91355 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, Human Resource</u>		
			3. Date of Earliest Transaction (Month/Day/Year) 10/14/2013			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

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	06/27/2014		A ⁽¹⁾		247,000	A	\$0.00	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	

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	10/14/2013		A		60,000 ⁽⁵⁾		10/14/2013	05/17/2022	Common Stock, \$.01 Par Value	60,000	\$0.00	60,000	D	
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	\$0.00	90,000	D	
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	\$0.00	140,000	D	
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	\$0.00	270,000	D	

Explanation of Responses:

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

Remarks:

/s/ Diane Palumbo

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.