

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Thomson David</u> <hr/> (Last) (First) (Middle) 28903 NORTH AVENUE PAINE <hr/> (Street) VALENCIA CA 91355 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MANNKIND 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) _____ <p style="text-align: center;"><b>VP &amp; General Counsel</b></p>		
			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, \$0.01 Par Value	06/27/2014		A <sup>(1)</sup>		247,000	A	\$0.00	349,286	D	
Common Stock, \$0.01 Par Value	06/27/2014		F <sup>(2)</sup>		128,886	D	\$10	220,400	D	
Common Stock, \$0.01 Par Value	07/17/2014		M		30,000	A	\$1.69	250,400	D	
Common Stock, \$0.01 Par Value	07/17/2014		S <sup>(3)</sup>		30,000	D	\$9.419	220,400	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
Employee Stock Option (right to buy)	\$1.69	10/14/2013		A		60,000 <sup>(4)</sup>		10/14/2013	05/17/2022	Common Stock, \$0.01 Par Value	60,000	\$0.00	60,000	D	
Employee Stock Option (right to buy)	\$6.85	11/21/2013		A		90,000 <sup>(5)</sup>		11/21/2013	05/23/2023	Common Stock, \$0.01 Par Value	90,000	\$0.00	90,000	D	
Employee Stock Option (right to buy)	\$1.69	06/27/2014		A		80,000 <sup>(6)</sup>		06/27/2014	05/17/2022	Common Stock, \$0.01 Par Value	80,000	\$0.00	110,000	D	
Employee Stock Option (right to buy)	\$6.85	06/27/2014		A		180,000 <sup>(7)</sup>		06/27/2014	05/23/2023	Common Stock, \$0.01 Par Value	180,000	\$0.00	180,000	D	
Employee Stock Option (right to buy)	\$1.69	07/17/2014		M			30,000	11/21/2013	05/17/2022	Common Stock, \$0.01 Par Value	30,000	\$0.00	80,000	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 to the vesting of a restricted stock unit award.
- Transaction occurred pursuant to Rule 10B5-1 Plan.
- 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/ David Thomson

07/15/2014

\*\* Signature of Reporting Person

Date

\* 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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