

MANNKIND CORP

Form 4

February 25, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
 SECURITIES**

 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

 1. Name and Address of Reporting Person \*  
**PFEFFER MATTHEW J**

(Last) (First) (Middle)

**28903 NORTH AVENUE PAINE**

(Street)

**VALENCIA, CA 91355**

(City) (State) (Zip)

 2. Issuer Name **and** Ticker or Trading  
 Symbol  
**MANNKIND CORP [MNKD]**

 3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/23/2015**

 4. If Amendment, Date Original  
 Filed(Month/Day/Year)

 5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Corporate VP and CFO

 6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ 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 Ownership (Instr. 4)
Common Stock, \$0.01 Par Value	02/23/2015		A <sup>(1)</sup>	15,000	A \$ 0	367,825	D
Common Stock, \$0.01 Par Value	02/23/2015		F <sup>(2)</sup>	5,975	D \$ 6.43	361,850	D

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

**Persons who respond to the collection of  
 information contained in this form are not**

 SEC 1474  
 (9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 2.86	02/03/2015		M <sup>(3)</sup>	60,000	02/03/2015 04/28/2018	Common Stock 60,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PFEFFER MATTHEW J 28903 NORTH AVENUE PAINE VALENCIA, CA 91355	Corporate VP and CFO

## Signatures

/s/ Matthew J. Pfeffer 02/23/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The reporting person was granted restricted stock units that vest upon the achievement of certain defined performance milestones. On February 3, 2015, the last defined performance milestone was met, resulting in the vesting of the restricted stock units.
- (2) Shares withheld to satisfy the tax liability to the vesting of a restricted stock unit award.
- (3) On April 28, 2008, the reporting person was granted an option that vests upon the achievement of certain defined performance milestones. On February 3, 2015, the final defined performance milestone was met, resulting in the full vesting of the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.