| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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| | | | 2. Issuer Name and Ticker or Trading Symbol <u>MANNKIND CORP</u> [MNKD] | (Check | ionship of Reporting Pers all applicable) Director Officer (give title | 10% Owner |
|---------------------------|---------|----------|---|-------------------------|---|---------------|
| (Last) (First) (Middle) L | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/02/2004 | Х | below) 2 Chairman & CEO / | below) |
| (Street) VALENCIA | СА | 91355 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi Line) X | dual or Joint/Group Filing Form filed by One Repo Form filed by More thar | orting Person |
| (City) | (State) | (Zip) | | | 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) | | | 4. Securities A (Instr. 3, 4 and | | (A) or Disposed Of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock, \$.01 par value | 08/02/2004 | (1) | С | | 3,214,462 | А | \$45,484,637.3 ⁽²⁾⁽³⁾⁽⁴⁾ | 11,038,635 | Ι | Alfred E. Mann Living Trust |

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. Transa Code (8) | | Deri Sec Acq or D of ([| umber of vative urities uired (A) isposed D) (Instr. 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) | 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 | | (Instr. 4) | | |
| Series A redeemable convertible preferred stock | (2) | 08/02/2004 | | С | | | 222,864 | (2) | (2) | Common Stock | 742,880 | (2) | 0 | I | Alfred E. Mann Living Trust |
| Series B convertible preferred stock | (3) | 08/02/2004 | | С | | | 192,618 | (3) | (3) | Common Stock | 811,400 | (3) | 0 | I | Alfred E. Mann Living Trust |
| Series C convertible preferred stock | (4) | 08/02/2004 | | С | | | 364,589 | (4) | (4) | Common Stock | 1,660,182 | (4) | 0 | I | Alfred E. Mann Living Trust |

Explanation of Responses:

1. (1) All of the outstanding shares of the Issuer's Series A, B, and C Preferred Stock were automatically converted into 3,214,462 shares of Common Stock of the Issuer upon the closing of the Issuer's initial public offering.

2. (2) All of the outstanding shares of the Issuer's Series A Redeemable Convertible Preferred Stock were automatically converted into 742,880 shares of Common Stock of the Issuer upon the closing of the Issuer's initial pulic offering.

3. (3) All of the outstanding shares of the Issuer's Series B Convertible Preferred Stock were automatically converted into 811,440 shares of Common Stock of the Issuer upon the closing of the Issuer's initial pulic offering.

4. (4) All of the outstanding shares of the Issuer's Series C Convertible Preferred Stock were automatically converted into 1,660,182 shares of Common Stock of the Issuer upon the closing of the Issuer's initial pulic offering.

Remarks:

<u>Alfred E. Mann</u>

** Signature of Reporting Person

08/04/2004 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.

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints ______ as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 $\,$ (1)(including any amendments thereto) with respect to the securities of corporation (the "Company"), with the _, a _____ United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

perform any and all other acts which in the discretion of such (3) attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

any documents prepared and/or executed by such (2)attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

neither the Company nor such (3)

attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

this Power of Attorney does not relieve the undersigned from (4) responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this _ day of _

Print Name

STATE OF

COUNTY OF

On this _____ day of _____, ____, ____, ____, ____, ____, ____, ____, ____, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires: