

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0362 |
| Estimated average burden hours per response: | 1.0 |

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>MANN ALFRED E</u> (Last) (First) (Middle) <u>28903 NORTH AVENUE PAINE</u> (Street) <u>VALENCIA CA 91355</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman & CEO / 10% Owner</u> |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2012</u> | |
| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 14,999,910 | D | \$0.00 | 59,750,090 | I | The Mann Group, LLC |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 2,000,000 | A | \$0.00 | 1,305,000 | I | Claude Mann |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 1,305,000 | D | \$0.00 | 948,712 | I | Claude Mann |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 800,000 | A | \$0.00 | 1,091,153 | I | Cassandra Mann |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 2,398,126 | A | \$0.00 | 2,398,126 | I | AGC Trust |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 10,601,784 | A | \$0.00 | 10,601,784 | I | CGM Trust |
| Common Stock, \$.01 Par Value | | | | | | | 41,058,060 | I | Alfred E. Mann Living Trust |
| Common Stock, \$.01 Par Value | | | | | | | 4,025,979 | I | Biomed |
| Common Stock, \$.01 Par Value | | | | | | | 2,406,027 | I | Biomed II |
| Common Stock, \$.01 Par Value | | | | | | | 10,968 | I | MannCo |
| Common Stock, \$.01 Par Value | | | | | | | 776,443 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

Remarks:

/s/ Alfred E. Mann

02/14/2013

** 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.

