SEC Form 4

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

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Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person [*] Palumbo Diane			2. Issuer Name and Ticker or Trading Symbol <u>MANNKIND CORP</u> [MNKD]	(Check	ationship of Reporting Pe (all applicable) Director	rson(s) to Issuer 10% Owner Other (specify	
(Last) 28903 NORTH	(First) [AVENUE PAI	(Middle) NE	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2006			below)	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	vidual or Joint/Group Filir		
(City)	CA (State)	91355 (Zip)	_	X	Form filed by One Re Form filed by More the Person	5	
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)	3.4. Securities Acquired (A) orTransactionDisposed Of (D) (Instr. 3, 4 andCode (Instr.5)			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)		(1150.4)
Common Stock, \$.01 Par Value	12/08/2006		Α		3,000 ⁽¹⁾	A	\$0.00	25,200	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature 10. Conversion Transaction Expiration Date (Month/Day/Year) Date Execution Date. of Securities Derivative derivative Ownership of Indirect of (Month/Day/Year) Security (Instr. 3) or Exercise if any (Month/Day/Year) Code (Instr. Derivative Underlying Derivative Security Security (Instr. 5) Securities Form: Beneficial Price of Beneficially Direct (D) 8) Securities Ownership Acquired Derivative (Instr. 3 and 4) Owned or Indirect (Instr. 4) (A) or Disposed of (D) (Instr. 3, 4 and 5) Following Security (I) (Instr. 4) Reported Transaction(s) (Instr. 4) Amount or Number Expiration Date of Shares Date Exercisable v (A) (D) Title Code Employee Stock Option 12/08/2006 08/16/2007⁽²⁾ Commo 19,000 19,000 \$17.41 A 19.000 12/08/2016 \$17.41 D Stock (right to buy)

Explanation of Responses:

1. Acquired pursuant to a Restricted Stock Unit Award: 25% vest on each year anniversary of the vesting determination date and 25% each anniversary thereafter; shares shall fully vest on the fourth year anniversary of the vesting determination date.

2. 25% vesting on the anniversary of the vesting determination date and 1/48th per month thereafter; being fully vested on the fourth anniversary of the vesting determination date. **Remarks:**

/s/ Diane Palumbo

12/14/2006

Date

** Signature of Reporting Person

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

** 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.