

**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
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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).

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>Cheatham W Wendell</u>  (Last) (First) (Middle) 28903 NORTH AVENUE PAINE  (Street) VALENCIA CA 91355  (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) <u>VP, Chief Medical Officer</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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 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	07/25/2005		M	10,000	A	\$7.95	11,025	D	
Common Stock, \$.01 Par Value	07/25/2005		S	10,000	D	\$9.62	1,025	D	
Common Stock, \$.01 Par Value	07/26/2005		M	10,000	A	\$7.95	11,025	D	
Common Stock, \$.01 Par Value	07/26/2005		S	10,000	D	\$9.51	1,025	D	
Common Stock, \$.01 Par Value	07/27/2005		M	9,513	A	\$7.95	10,538	D	
Common Stock, \$.01 Par Value	07/27/2005		S	10,000	D	\$9.23	538	D	
Common Stock, \$.01 Par Value	07/28/2005		M	16,179	A	\$7.95	16,717	D	
Common Stock, \$.01 Par Value	07/28/2005		S	16,179	D	\$8.79	538	D	
Common Stock, \$.01 Par Value	07/27/2005		M	487	A	\$7.95	1,025	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						Title
Employee Stock Option (right to buy)	\$7.95	07/25/2005		M		10,000	11/05/2004	11/05/2007	Common Stock, \$.01 Par Value	10,000	\$0.00	168,332	D	
Employee Stock Option (right to buy)	\$7.95	07/26/2005		M		10,000	11/05/2004	11/05/2007	Common Stock, \$.01 Par Value	10,000	\$0.00	158,332	D	
Employee Stock Option (right to buy)	\$7.95	07/27/2005		M		9,513	11/05/2004	11/05/2007	Common Stock, \$.01 Par Value	9,513	\$0.00	148,819	D	
Employee Stock Option (right to buy)	\$7.95	07/27/2005		M		487	10/01/2004	10/01/2013	Common Stock, \$.01 Par Value	487	\$0.00	148,332	D	
Employee Stock Option (right to buy)	\$7.95	07/28/2005		M		16,179	10/01/2004	10/01/2013	Common Stock, \$.01 Par Value	16,179	\$0.00	132,153	D	

Explanation of Responses:

Remarks:

/s/ W. Wendell Cheatham

02/14/2006

\*\* 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.

**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.**