

MANNKIND CORP

Form 4

August 12, 2008

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 *
 Thomson David

(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)
 08/06/2008

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)

VP & General Counsel

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, \$.01 Par Value	08/06/2008		A	95,568 (1)	\$ 0 (2)	203,288	D

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.23	08/06/2008		D/K	50,000	01/07/2002 ⁽³⁾ 01/06/2012	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 13.05	08/06/2008		D/K	92,500	08/19/2004 ⁽³⁾ 08/19/2014	Common Stock	92,500
Employee Stock Option (right to buy)	\$ 11	08/06/2008		D/K	14,635	11/16/2005 ⁽³⁾ 11/16/2015	Common Stock	14,635
Employee Stock Option (right to buy)	\$ 17.41	08/06/2008		D/K	19,000	08/16/2006 ⁽³⁾ 08/16/2016	Common Stock	19,000
Employee Stock Option (right to buy)	\$ 9.22	08/06/2008		D/K	15,000	08/15/2007 ⁽³⁾ 08/15/2017	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomson David 28903 NORTH AVENUE PAINE VALENCIA, CA 91355			VP & General Counsel	

Signatures

/s/ David
Thomson

08/12/2008

__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) Acquired pursuant to a Restricted Stock Unit Award: 50% on August 1, 2009, 25% on February 1, 2010 and 25% on August 1, 2010.

On 8/6/2008, the issuer canceled, pursuant to the issuer's stock option exchange program, options granted to the reporting person on

(2) 1/22/2002, 8/19/2004, 11/16/2005, 12/8/2006, 8/15/2007. In exchange for the stock options, the reporting person received 95,568 shares of restricted stock units.

(3) The canceled stock option vesting schedule: 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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