

MANNKIND CORP
Form 4
August 04, 2005

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 *
MANN ALFRED E

(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)
08/02/2005

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)
Chairman & CEO / 10% Owner

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.01 par value | 08/02/2005 | | P | V Amount (A) or (D) 6,944,963 A | \$ 10.215 (1) 17,980,598 | I | Alfred E. Mann Living Trust |
| Common Stock, \$.01 par value | 08/02/2005 | | P | V Amount (A) or (D) 1,605,483 A | \$ 10.215 (2) 4,025,989 | I | Biomed Partners, LLC |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) | Amount of Underlying Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|-----|--|-----------------|---|-----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Warrants | \$ 12.228 | 08/02/2005 | | P | | 1,388,993 | | 01/29/2006 | 08/02/2010 | Common Stock | 1,388,993 |
| Warrants | \$ 12.228 | 08/02/2005 | | P | | 321,098 | | 01/29/2006 | 08/02/2010 | Common Stock | 321,098 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-----------|
| | Director | 10% Owner | Officer | Other |
| MANN ALFRED E 28903 NORTH AVENUE PAINE VALENCIA, CA 91355 | | | Chairman & CEO | 10% Owner |

Signatures

Alfred E. Mann 08/04/2005

__Signature of Date
Reporting Person

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) The reported securities are included within 6944963 units purchase by the reporting person for \$10.215 per unit. Each unit consists of one share of common stock and a portion of a warrant representing the right to purchase approximately 0.20 shares of common stock.
- (2) The reported securities are included within 1605483 units purchase by the reporting person for \$10.215 per unit. Each unit consists of one share of common stock and a portion of a warrant representing the right to purchase approximately 0.20 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.