

MANN ALFRED E
Form 5
February 14, 2013

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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 Reporting

(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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|--|---|
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 14,999,910 | D | \$ 0 | 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 | 1,305,000 | I | Claude Mann |
| Common | 12/21/2012 | 12/21/2012 | G | 1,305,000 | D | \$ 0 | 948,712 | I | Claude |

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| | | | | | | | | | |
|--|------------|------------|---|------------|---|------|------------|---|--------------------------------------|
| Stock, \$.01 Par Value | | | | | | | | | Mann |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 800,000 | A | \$ 0 | 1,091,153 | I | Cassandra Mann |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 2,398,126 | A | \$ 0 | 2,398,126 | I | AGC Trust |
| Common Stock, \$.01 Par Value | 12/21/2012 | 12/21/2012 | G | 10,601,784 | A | \$ 0 | 10,601,784 | I | CGM Trust |
| Common Stock, \$.01 Par Value | Â | Â | Â | Â | Â | Â | 41,058,060 | I | Alfred E. Mann Living Trust |
| Common Stock, \$.01 Par Value | Â | Â | Â | Â | Â | Â | 4,025,979 | I | Biomed |
| Common Stock, \$.01 Par Value | Â | Â | Â | Â | Â | Â | 2,406,027 | I | Biomed II |
| Common Stock, \$.01 Par Value | Â | Â | Â | Â | Â | Â | 10,968 | I | MannCo |
| Common Stock, \$.01 Par Value | Â | Â | Â | Â | Â | Â | 776,443 | D | Â |

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

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(9-02)

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Sc B |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|

| Security | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|--|-----|------------------|-----------------|-------|----------------------------|
| | (A) | (D) | | | | |

Reporting Owners

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

Signatures

/s/ Alfred E. Mann
02/14/2013

__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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.