

MANKIND CORP

Reported by
MACCALLUM DAVID

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/01/17 for the Period Ending 12/31/16

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|-------------|--|
| Address | 25134 RYE CANYON LOOP SUITE 300 VALENCIA, CA 91355 |
| Telephone | 6617755300 |
| CIK | 0000899460 |
| Symbol | MNKD |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

FORM 5

**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).
[] Form 3 Holdings Reported
[X] 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 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * MacCallum David (Last) (First) (Middle) 25134 RYE CANYON LOOP (Street) VALENCIA, CA 91355 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MANKIND CORP [MNKD] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) <p align="center">12/31/2016</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|------------|--------|---|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 Par Value | 5/19/2016 | | A4 | 39200 <u>(1)</u> | A | \$0.00 | 153990 | D | |
| Common Stock, \$0.01 Par Value | 5/19/2016 | | A4 | 65217 <u>(2)</u> | A | \$0.00 | 219207 | D | |
| Common Stock, \$0.01 Par Value | 5/19/2016 | | A4 | 9783 <u>(3)</u> | A | \$0.00 | 228990 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 (MM/DD/YYYY) | | 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|-----|--|-----------------|---|----------------------------|--|---|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option | \$0.91 | 5/19/2016 | | A4 | 78400 | | 6/19/2016 <u>(4)</u> | 5/19/2026 | Common Stock | 78400 | \$0.00 | 78400 | D | |

Explanation of Responses:

- (1) Restricted Stock Units with 3-year vesting period; 1/36th vesting every month, being fully vested on the third anniversary of the grant date.
- (2) Annual retainer received in equity in lieu of cash. Restricted Stock Units shall vest on the earlier of retirement, removal from board, death or five years from grant date.
- (3) Annual retainer received in equity in lieu of cash. Restricted Stock Units shall vest on the earlier of retirement or removal from board, provided that such retirement or removal occurs more than one year after grant date; death; or five years from grant date.
- (4) Annual equity award vesting in 36 equal monthly installments commencing one month from date of grant, being fully vested on the third anniversary of grant date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MacCallum David 25134 RYE CANYON LOOP VALENCIA, CA 91355 | X | | | |

Signatures

/s/ David H. MacCallum

2/1/2017

—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.

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