Martens Juergen Form 4/A September 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Con

1(b).

Stock \$.01

Par Value

05/18/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * Martens Juergen			2. Issuer Name and Ticker or Trading Symbol MANNKIND CORP [MNKD] 3. Date of Earliest Transaction				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	(Month/D		ansaction			Director	10%	Owner		
28903 NORTH AVENUE PAINE			05/18/2009					_X_ Officer (give title Other (specify below)				
(Street)			Filed(Mon	4. If Amendment, Date Original Filed(Month/Day/Year) 06/03/2009				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
VALENCIA	00/03/2007					Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed	of (D)	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	05/18/2009			A(1)	18,000	A	\$ 0	134,345	D			
Common							¢					

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

 $F^{(2)}$

5,661

D

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SEC 1474

(9-02)

128,684

D

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)		or Exercise Price of Derivative Security	(Monan Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve s i		Underlying Securities (Instr. 3 and 4)	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Martens Juergen

28903 NORTH AVENUE PAINE Corporate VP

VALENCIA, CA 91355

Signatures

/S/ Juergen

Martens 09/04/2009

**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).
- This report is being filed to correctly reflect that the reporting person received a restricted stock award on 5/18/09 upon the satisfaction of certain performance-based criteria, and that certain shares were withheld to satisfy the tax liability thereon. The prior report incorrectly reported the net effect of such transactions.
- (2) Shares withheld to satisfy the tax liability incident to the vesting of performance based stock award.

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.

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