

Cheatham W Wendell  
 Form 5  
 February 14, 2006

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 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 \*  
**Cheatham W Wendell**  
  
 (Last) (First) (Middle)  
  
**28903 NORTH AVENUE PAINE**  
  
 (Street)  
  
**VALENCIA, CA 91355**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MANKIND CORP [MNKD]**  
  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2005**  
  
 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)  
**VP, Chief Medical Officer**  
  
 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) |        | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount | Price  |  |   |
| Common Stock, \$.01 Par Value   | 07/25/2005                           | Â  | M                              | A   | 10,000 | \$ 7.95  | D  | Â   |
| Common Stock, \$.01 Par Value   | 07/25/2005                           | Â  | S                              | D   | 10,000 | \$ 9.62  | D  | Â   |
| Common Stock, \$.01 Par Value   | 07/26/2005                           | Â  | M                              | A   | 10,000 | \$ 7.95  | D  | Â   |

Edgar Filing: Cheatham W Wendell - Form 5

|                               |            |   |   |        |   |         |        |   |   |
|-------------------------------|------------|---|---|--------|---|---------|--------|---|---|
| Common Stock, \$.01 Par Value | 07/26/2005 | Â | S | 10,000 | D | \$ 9.51 | 1,025  | D | Â |
| Common Stock, \$.01 Par Value | 07/27/2005 | Â | M | 9,513  | A | \$ 7.95 | 10,538 | D | Â |
| Common Stock, \$.01 Par Value | 07/27/2005 | Â | S | 10,000 | D | \$ 9.23 | 538    | D | Â |
| Common Stock, \$.01 Par Value | 07/28/2005 | Â | M | 16,179 | A | \$ 7.95 | 16,717 | D | Â |
| Common Stock, \$.01 Par Value | 07/28/2005 | Â | S | 16,179 | D | \$ 8.79 | 538    | D | Â |
| Common Stock, \$.01 Par Value | 07/27/2005 | Â | M | 487    | A | \$ 7.95 | 1,025  | D | Â |

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (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 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 or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (right to buy)       | \$ 7.95  | 07/25/2005                           | Â  | M                              | Â 10,000  | 11/05/2004 11/05/2007                                    | Common Stock, \$.01 Par Value                               | 10,000                     |
| Employee Stock Option (right to buy)       | \$ 7.95  | 07/26/2005                           | Â  | M                              | Â 10,000  | 11/05/2004 11/05/2007                                    | Common Stock, \$.01 Par Value                               | 10,000                     |

|  |         |            |   |   |   |        |            |            |  |      |
|--|---------|------------|---|---|---|--------|------------|------------|--|------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 7.95 | 07/27/2005 | Â | M | Â | 9,513  | 11/05/2004 | 11/05/2007 | Common<br>Stock,<br>\$.01 Par<br>Value | 9,5  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 7.95 | 07/27/2005 | Â | M | Â | 487    | 10/01/2004 | 10/01/2013 | Common<br>Stock,<br>\$.01 Par<br>Value | 48   |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 7.95 | 07/28/2005 | Â | M | Â | 16,179 | 10/01/2004 | 10/01/2013 | Common<br>Stock,<br>\$.01 Par<br>Value | 16,1 |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Cheatham W Wendell<br>28903 NORTH AVENUE PAINE<br>VALENCIA, CA 91355 | Â             | Â         | Â VP, Chief Medical Officer | Â     |

## Signatures

/s/ W. Wendell  
Cheatham

02/14/2006

\_\_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.