

Cheatham W Wendell
 Form 5
 February 14, 2006

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 *
Cheatham W Wendell

 (Last) (First) (Middle)

28903 NORTH AVENUE PAINE

 (Street)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

 (check applicable line)

VALENCIA, CA 91355

Form Filed by One Reporting Person
 ___ Form Filed by More than One Reporting Person

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 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

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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.

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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 Stock Option (right to buy)	\$ 7.95	07/27/2005	Â	M	Â	9,513	11/05/2004	11/05/2007	Common Stock, \$0.01 Par Value	9,513
Employee Stock Option (right to buy)	\$ 7.95	07/27/2005	Â	M	Â	487	10/01/2004	10/01/2013	Common Stock, \$0.01 Par Value	487
Employee Stock Option (right to buy)	\$ 7.95	07/28/2005	Â	M	Â	16,179	10/01/2004	10/01/2013	Common Stock, \$0.01 Par Value	16,179

Reporting Owners

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

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.