

Feeney John Joseph  
 Form 4  
 November 10, 2009

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Feeney John Joseph

(Last) (First) (Middle)  
 9605 MEDICAL CENTER DRIVE, SUITE 300  
 (Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Vanda Pharmaceuticals Inc. [VNDA]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/06/2009

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)  
 Acting Chief Medical Officer

6. Individual or Joint/Group Filing (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 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)
			Code	V Amount (D) Price			
Common Stock	11/06/2009		M	9,583 A \$ 8.73	9,583	D	
Common Stock	11/06/2009		M	572 A \$ 5.76	10,155	D	
Common Stock	11/06/2009		M	4,062 A \$ 1.02	14,217	D	
Common Stock	11/06/2009		S	14,217 D \$ 10.3263	0	D	
					<u>(1)</u>		

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 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.73	11/06/2009		M	9,583	<u>(2)</u> 11/28/2017	Common Stock	9,583
Employee Stock Option (right to buy)	\$ 5.76	11/06/2009		M	572	<u>(3)</u> 01/03/2018	Common Stock	572
Employee Stock Option (right to buy)	\$ 1.02	11/06/2009		M	4,062	<u>(4)</u> 09/18/2018	Common Stock	4,062

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feeney John Joseph 9605 MEDICAL CENTER DRIVE SUITE 300 ROCKVILLE, MD 20850			Acting Chief Medical Officer	

## Signatures

/s/ John J.  
Feeney

11/10/2009

\_\_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).

- This transaction was executed in multiple trades at prices ranging from \$10.26 to \$10.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (1) The option represents a right to purchase a total of 20,000 shares. 25% of the shares subject to the option became exercisable on November 14, 2008 with the remaining shares becoming exercisable in 36 equal monthly installments thereafter.
  - (2) The option represents a right to purchase a total of 1,250 shares. The option vests in 48 equal monthly installments beginning on February 4, 2008.
  - (3) The option represents a right to purchase a total of 15,000 shares. 25% of the shares subject to the option became exercisable on September 19, 2009 with the remaining shares becoming exercisable in 36 equal monthly installments thereafter.

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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