Feeney John Joseph Form 4 December 08, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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

Check this box

obligations may continue. See Instruction

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(b).

(Last)

Security

(Instr. 3)

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

(First) (Middle)

9605 MEDICAL CENTER DRIVE, SUITE 300

(Street)

2. Issuer Name and Ticker or Trading Symbol

Vanda Pharmaceuticals Inc. [VNDA]

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

12/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

SVP & Chief Medical Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

ROCKVILLE, MD 20850

(City) 1. Title of

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

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

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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 Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: Feeney John Joseph - Form 4

| (Instr. 3)                                       | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 |   | Acquired (or Dispose (D) (Instr. 3, 4 and 5) | ed of |                     |                    |                 |                                     |
|--|------------------------------------|------------|------------------|-----------|---|--|-------|---------------------|--------------------|-----------------|-------------------------------------|
|  |                                    |            |                  | Code      | V | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 4.88                            | 12/06/2011 |                  | A         |   | 56,250                                       |       | <u>(1)</u>          | 12/05/2021         | Common<br>Stock | 56,250                              |
| Restricted<br>Stock<br>Units                     | (2)                                | 12/06/2011 |                  | A         |   | 18,750                                       |       | (3)                 | <u>(4)</u>         | Common<br>Stock | 18,750                              |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Feeney John Joseph 9605 MEDICAL CENTER DRIVE SUITE 300 ROCKVILLE, MD 20850

SVP & Chief Medical Officer

## **Signatures**

/s/ John Joseph Feeney 12/07/2011

\*\*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).
- (1) The option vests in 48 equal monthly installments beginning on January 6, 2012.
- (2) Each Restricted Stock Unit represents a contingent right to receive a share of the Issuer's common stock.
  - The Restricted Stock Units vest in four equal annual installments beginning January 1, 2013. Vested shares will be delivered on the First Permissable Trading Day (as defined in the Restricted Stock Unit Agreement) that occurs on or after the day when the Restricted Stock
- (3) Permissable Trading Day (as defined in the Restricted Stock Unit Agreement) that occurs on or after the day when the Restricted Stock Units vest.
- (4) Not Applicable.

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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