Feeney John Joseph Form 4 May 07, 2009

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

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

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Vanda Pharmaceuticals Inc. [VNDA]

(Check all applicable)

9605 MEDICAL CENTER

DRIVE, SUITE 300

(Month/Day/Year) 05/06/2009

3. Date of Earliest Transaction

Director X_ Officer (give title below)

10% Owner Other (specify below)

(Street)

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

Code

(Instr. 8)

Acting 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

ROCKVILLE, MD 20850

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Instr. 3, 4 and 5)

TransactionAcquired (A) or Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

(Instr. 4)

Ownership (Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Execution Date, if

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

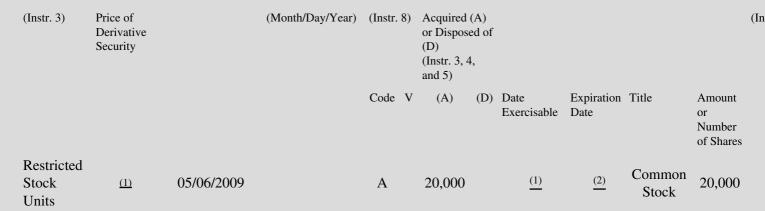
Execution Date, if any

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

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

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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Reporting Owners

Reporting Owner Name / Address

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. 05/07/2009 Feeney

**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).
- The Restricted Stock Units represented a contingent right to receive a share of the Issuer's common stock which vested upon the Issuer's receipt of approval by the United States Food & Drug Administration of its New Drug Application for Fanapt(TM) (iloperidone) on May 6, 2009.
- (2) N/A
- On January 20, 2009, the Reporting Person filed a Form 3 which stated that the Reporting Person owned 40,000 shares of Restricted (3) Common Stock which had not vested as of such date. The 20,000 Restricted Stock Units reported herein were included in such aggregate number of securities reported as being owned by the Reporting Person.

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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