Clark William D Form 4 May 07, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Clark William D

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

(First)

(Street)

(State)

(Month/Day/Year)

Director 10% Owner _X__ Officer (give title Other (specify

05/06/2009

below) below)

DRIVE, SUITE 300

4. If Amendment, Date Original

3. Date of Earliest Transaction

Sr. VP, Chief Business Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

ROCKVILLE, MD 20850

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

Owned

1.Title of Security (Instr. 3)

(City)

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

(Zip)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code

5. Amount of Securities Beneficially

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

(Month/Day/Year)

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 4)

(I)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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 1474 (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

Conversion or Exercise

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

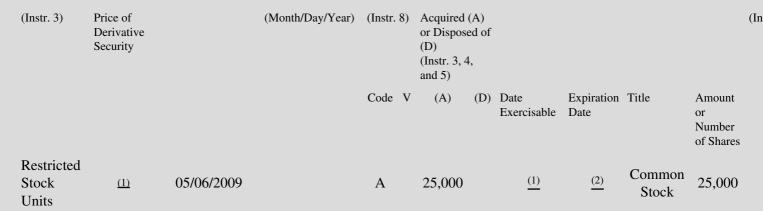
Execution Date, if any

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

Clark William D 9605 MEDICAL CENTER DRIVE SUITE 300 ROCKVILLE, MD 20850

Sr. VP, Chief Business Officer

Signatures

/s/ William D.

Clark 05/07/2009

**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 December 18, 2008, the Reporting Person filed a Form 4 which stated that the Reporting Person acquired 50,000 shares of Restricted (3) Common Stock which had not vested as of such date. The 25,000 Restricted Stock Units reported herein were included in such aggregate number of securities reported as being acquired 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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