

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Feeney John Joseph</u> (Last) (First) (Middle) 9605 MEDICAL CENTER DRIVE SUITE 300 (Street) ROCKVILLE MD 20850 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vanda Pharmaceuticals Inc. [VNDA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Acting Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (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 ⁽¹⁾	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$8.73	11/06/2009		M		9,583	(2)	11/28/2017	Common Stock	9,583	\$0.00	10,417	D	
Employee Stock Option (right to buy)	\$5.76	11/06/2009		M		572	(3)	01/03/2018	Common Stock	572	\$0.00	678	D	
Employee Stock Option (right to buy)	\$1.02	11/06/2009		M		4,062	(4)	09/18/2018	Common Stock	4,062	\$0.00	10,938	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.

Remarks:

/s/ John J. Feeney

11/10/2009

** Signature of Reporting Person

Date

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

* 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 is insufficient, see Instruction 6 for procedure.

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 Number.