

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>Feeney John Joseph</u>  (Last) (First) (Middle) 9605 MEDICAL CENTER DRIVE SUITE 300  (Street) ROCKVILLE MD 20850  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/09/2009	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Vanda Pharmaceuticals Inc. [ VNDA ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Medical Officer	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Common Stock	40,000 <sup>(1)</sup>	D	
Common Stock	5,000	D	

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	(2)	11/28/2017	Common Stock	20,000	8.73	D	
Employee Stock Option (Right to Buy)	(3)	01/03/2018	Common Stock	1,250	5.76	D	
Employee Stock Option (Right to Buy)	(2)	09/18/2018	Common Stock	15,000	1.02	D	

**Explanation of Responses:**

1. These shares are represented by restricted stock units. 50% of such shares vest upon approval by the FDA of the NDA for iloperidone, Vanda Pharmaceuticals Inc.'s lead product candidate, and 50% of such shares vest on December 31, 2009. Upon a change of control of Vanda Pharmaceuticals Inc., 100% of the unvested restricted stock units will vest upon the consummation of the change in control.

2. Exercisable with respect to 25% of the shares one year after the grant, exercisable with respect to an additional 2.08333% of the aggregate shares each month thereafter.

3. The option vests each month with respect to 2.08333% of the aggregate option share total.

**Remarks:**

/s/ John J. Feeney

01/20/2009

\*\* 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 5 (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.

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