

VIVUS INC  
Form 4  
February 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

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

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. Name and Address of Reporting Person \*  
**MARSH GUY P**

(Last) (First) (Middle)  
**1172 CASTRO STREET**  
  
(Street)

**MOUNTAIN VIEW, CA 94040**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**VIVUS INC [VVUS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/23/2012**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP, Operations & General Mgr.**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2012		M		2,188	A	\$ 3.13
Common Stock	02/23/2012		S <sup>(1)</sup>		2,188	D	\$ 20.7
Common Stock	02/23/2012		M		4,543	A	\$ 4.25
Common Stock	02/23/2012		S <sup>(1)</sup>		4,543	D	\$ 20.7
Common Stock	02/23/2012		M		1,255	A	\$ 6.05
							9,899
							7,711
							12,254
							7,711
							8,966

Edgar Filing: VIVUS INC - Form 4

Common Stock	02/23/2012	S <sup>(1)</sup>	1,255	D	\$ 20.7	7,711	D
Common Stock	02/23/2012	M	28,792	A	\$ 4.25	36,503	D
Common Stock	02/23/2012	S <sup>(1)</sup>	28,792	D	\$ 20.7	7,711	D
Common Stock	02/23/2012	M	49,999	A	\$ 4.23	57,710	D
Common Stock	02/23/2012	S <sup>(1)</sup>	49,999	D	\$ 20.7	7,711	D

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 (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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Employee Stock Option (right to buy)	\$ 3.13	02/23/2012		M	2,188	<u>(2)</u> 01/30/2016	Common Stock	2,	
Employee Stock Option (right to buy)	\$ 4.25	02/23/2012		M	28,792	<u>(2)</u> 01/29/2017	Common Stock	28	
Employee Stock Option (right to buy)	\$ 6.05	02/23/2012		M	1,255	01/25/2009 01/25/2018	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 4.23	02/23/2012		M	49,999	01/23/2010 01/23/2019	Common Stock	49	
Non-Qualified Stock Option (right to buy)	\$ 4.25	02/23/2012		M	4,543	<u>(2)</u> 01/29/2017	Common Stock	4,	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSH GUY P 1172 CASTRO STREET MOUNTAIN VIEW, CA 94040			VP, Operations & General Mgr.	

## Signatures

/s/ Julie Hollenback, by power of attorney

02/24/2012

\*\*Signature of Reporting Person

Date

## 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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 18, 2011.
  - (2) The option is fully vested and immediately exercisable.

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.