

MORRIS TIMOTHY E
Form 4
February 27, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
MORRIS TIMOTHY E

(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)

SVP, Finance and CFO

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		4,267	A	\$ 4.15
Common Stock	02/23/2012		S ⁽¹⁾		4,267	D	\$ 20.69
Common Stock	02/23/2012		M		91	A	\$ 4.15
Common Stock	02/23/2012		S ⁽¹⁾		91	D	\$ 20.69
Common Stock	02/23/2012		M		56,183	A	\$ 4.25

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Common Stock	02/23/2012		S ⁽¹⁾	56,183	D	\$ 20.69	0	D
Common Stock	02/23/2012		M	43,817	A	\$ 4.25	43,817	D
Common Stock	02/23/2012		S ⁽¹⁾	43,817	D	\$ 20.69	0	D
Common Stock	02/23/2012		M	25,000	A	\$ 5.67	25,000	D
Common Stock	02/23/2012		S ⁽¹⁾	25,000	D	\$ 20.9	0	D
Common Stock	02/23/2012		M	125,000	A	\$ 5.67	125,000	D
Common Stock	02/23/2012		S ⁽¹⁾	125,000	D	\$ 20.69	0	D
Common Stock	02/24/2012		M	25,000	A	\$ 5.67	25,000	D
Common Stock	02/24/2012		S ⁽¹⁾	25,000	D	\$ 21.55	0	D
Common Stock	02/27/2012		M	20,544	A	\$ 5.67	20,544	D
Common Stock	02/27/2012		S ⁽¹⁾	20,544	D	\$ 22.93	0	D
Common Stock	02/27/2012		M	4,456	A	\$ 5.67	4,456	D
Common Stock	02/27/2012		S ⁽¹⁾	4,456	D	\$ 22.93	0	D
Common Stock	02/27/2012		M	25,000	A	\$ 4.23	25,000	D
Common Stock	02/27/2012		S ⁽¹⁾	25,000	D	\$ 24.9	0	D

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

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	A N S
				(A)	(D)				
Employee Stock Option (right to buy)	\$ 4.15	02/23/2012	M		91	(2)	01/24/2015	Common Stock	
Employee Stock Option (right to buy)	\$ 4.25	02/23/2012	M		43,817	(2)	01/29/2017	Common Stock	4
Employee Stock Option (right to buy)	\$ 5.67	02/23/2012	M		25,000	(2)	11/09/2014	Common Stock	2
Employee Stock Option (right to buy)	\$ 5.67	02/24/2012	M		25,000	(2)	11/09/2014	Common Stock	2
Employee Stock Option (right to buy)	\$ 5.67	02/27/2012	M		20,544	(2)	11/09/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 4.15	02/23/2012	M		4,267	(2)	01/24/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.23	02/27/2012	M		25,000		01/23/2010 01/23/2019	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 4.25	02/23/2012	M		56,183	(2)	01/29/2017	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 5.67	02/23/2012	M		125,000	(2)	11/09/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 5.67	02/27/2012	M		4,456	(2)	11/09/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS TIMOTHY E 1172 CASTRO STREET MOUNTAIN VIEW, CA 94040			SVP, Finance and CFO	

Signatures

/s/ Julie Hollenback, by power of
attorney

02/27/2012

__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 September 11, 2008, as amended.
 - (2) The option is fully vested and immediately exercisable.

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