

Slebir John L  
 Form 4  
 July 20, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Slebir John L

(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)  
 07/18/2012

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, General Counsel

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)
				(A) or (D)	Amount		
Common Stock	07/18/2012		M		6,250	A	\$ 6.39 10,376 <sup>(2)</sup>
Common Stock	07/18/2012		S <sup>(1)</sup>		6,250	D	\$ 30.36 4,126
Common Stock	07/18/2012		M		3,750	A	\$ 8.74 7,876
Common Stock	07/18/2012		S <sup>(1)</sup>		3,750	D	\$ 30.36 4,126

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 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.39	07/18/2012		M	6,250	<u>(3)</u> 09/04/2019	Common Stock	6,250
Incentive Stock Option (right to buy)	\$ 8.74	07/18/2012		M	3,750	<u>(4)</u> 01/21/2021	Common Stock	3,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Slebir John L 1172 CASTRO STREET MOUNTAIN VIEW, CA 94040			VP, General Counsel	

## Signatures

/s/ Julie Hollenback, by power of attorney  
07/20/2012

\*\*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 March 15, 2012.
- (2) Includes 1,993 shares acquired under the VIVUS, Inc. Employee Stock Purchase Plan on May 14, 2012.
- (3) Twenty-five percent (25%) of the total number of shares became exercisable on 9/4/2010 and one forty-eighth (1/48th) of the total number of shares become exercisable at the end of each full month thereafter until the option is fully vested on 9/14/2013.
- (4) Twenty-five percent (25%) of the total number of shares became exercisable on 1/21/2012 and one forty-eighth (1/48th) of the total number of shares become exercisable at the end of each full month thereafter until the option is fully vested on 1/21/2015.

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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