Perry Lee Form 4 January 29, 2013

FORM 4

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

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 * Perry Lee

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

1172 CASTRO STREET

(Street)

MOUNTAIN VIEW, CA 94040

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

VIVUS INC (VVUS) 3. Date of Earliest Transaction

(Month/Day/Year) 01/25/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if

(Month/Day/Year)

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

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned

Following Reported

Issuer

below)

Person

5. Amount of

Director

Applicable Line)

X_ Officer (give title

Transaction(s) (Instr. 3 and 4)

SEC 1474

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP & Chief Accounting Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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		Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or Dispose (D) (Instr. 3, 4 and 5)	ed of	d of				
					Code '	V (A)	` /	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	
	Incentive Stock Option (right to buy)	\$ 12.39	01/25/2013		A	8,517		<u>(1)</u>	01/25/2023	Common Stock	8,5	
	Non-Qualified Stock Option (right to buy)	\$ 12.39	01/25/2013		A	61,483		<u>(1)</u>	01/25/2023	Common Stock	61,4	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Perry Lee

1172 CASTRO STREET VP & Chief Accounting Officer

MOUNTAIN VIEW, CA 94040

Signatures

/s/ Julie Hollenback, by power of attorney 01/29/2013

**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) Twenty-five percent (25%) of the total number of shares become exercisable on 1/25/2014 and one forty-eighth (1/48th) of the total number of shares become exercisable on the 25th of each month thereafter.

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.

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