

VIVUS INC
Form 4
August 13, 2008

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 *
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)
08/11/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/11/2008		M	30,000 A \$ 4.5	33,701	D	
Common Stock	08/11/2008		S ⁽¹⁾	30,000 D \$ 8.4213	3,701	D	
Common Stock	08/11/2008		M	1,640 A \$ 3.13	5,341	D	
Common Stock	08/11/2008		S ⁽¹⁾	1,640 D \$ 8.4213	3,701	D	
Common Stock	08/11/2008		M	12,577 A \$ 3.13	16,278	D	

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Common Stock	08/11/2008	<u>S</u> (1)	12,577	D	\$ 8.4213	3,701	D
Common Stock	08/11/2008	M	9,210	A	\$ 3.73	12,911	D
Common Stock	08/11/2008	<u>S</u> (1)	9,210	D	\$ 8.4213	3,701	D
Common Stock	08/11/2008	M	7,456	A	\$ 3.73	11,157	D
Common Stock	08/11/2008	<u>S</u> (1)	7,456	D	\$ 8.4213	3,701	D
Common Stock	08/11/2008	M	29,856	A	\$ 3.875	33,557	D
Common Stock	08/11/2008	<u>S</u> (1)	29,856	D	\$ 8.4213	3,701	D
Common Stock	08/11/2008	M	5,144	A	\$ 3.875	8,845	D
Common Stock	08/11/2008	<u>S</u> (1)	5,144	D	\$ 8.4213	3,701	D
Common Stock	08/11/2008	M	17,255	A	\$ 4	20,956	D
Common Stock	08/11/2008	<u>S</u> (1)	17,255	D	\$ 8.4213	3,701	D
Common Stock	08/12/2008	M	16,097	A	\$ 4	19,798	D
Common Stock	08/12/2008	<u>S</u> (1)	16,097	D	\$ 8.5639	3,701	D
Common Stock	08/12/2008	M	1,648	A	\$ 4	5,349	D
Common Stock	08/12/2008	<u>S</u> (1)	1,648	D	\$ 8.5639	3,701	D
Common Stock	08/12/2008	M	16,252	A	\$ 4.15	19,953	D
Common Stock	08/12/2008	<u>S</u> (1)	16,252	D	\$ 8.5639	3,701	D
Common Stock	08/12/2008	M	12,184	A	\$ 4.15	15,885	D
Common Stock	08/12/2008	<u>S</u> (1)	12,184	D	\$ 8.5639	3,701	D
Common Stock	08/12/2008	M	26,486	A	\$ 4.25	30,187	D
	08/12/2008	<u>S</u> (1)	26,486	D		3,701	D

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Common Stock					\$			
					8.5639			
Common Stock	08/12/2008		M	2,333	A	\$ 4.25	6,034	D
Common Stock	08/12/2008		S ⁽¹⁾	2,333	D	\$ 8.5639	3,701	D

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

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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 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 3.13	08/11/2008		M	1,640	01/30/2007 ⁽²⁾ 01/30/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 3.73	08/11/2008		M	9,210	08/23/2006 ⁽³⁾ 08/23/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 3.875	08/11/2008		M	29,856	01/22/2002 ⁽⁴⁾ 01/22/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 4	08/12/2008		M	16,097	01/20/2004 ⁽⁴⁾ 01/20/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 4.15	08/12/2008		M	16,252	01/24/2006 ⁽⁵⁾ 01/24/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 4.25	08/12/2008		M	2,333	01/29/2008 ⁽⁶⁾ 01/29/2017	Common Stock
	\$ 4.5	08/11/2008		M	30,000	04/20/2000 ⁽⁴⁾ 04/20/2009	

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- (3) Twenty-five percent (25%) of the shares subject to the option became exercisable on 8/23/06 and one forty-eighth of the shares became exercisable monthly thereafter.
- (4) The option is 100% vested.
- (5) Twenty-five percent (25%) of the shares subject to the option became exercisable on 1/24/06 and one forty-eighth of the shares became exercisable monthly thereafter.
- (6) Twenty-five percent (25%) of the shares subject to the option became exercisable on 1/29/08 and one forty-eighth of the shares became exercisable monthly thereafter.

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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