

VIVUS INC  
Form 4  
September 11, 2009

**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)  
09/09/2009

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	09/09/2009		M	35,000 A \$ 6.05	38,701	D	
Common Stock	09/09/2009		S <sup>(1)</sup>	35,000 D \$ 10.95	3,701	D	
Common Stock	09/10/2009		M	418 A \$ 8.08	4,119	D	
Common Stock	09/10/2009		S <sup>(1)</sup>	418 D \$ 11.9763	3,701	D	
Common Stock	09/10/2009		M	3,833 A \$ 6.6875	7,534	D	

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Common Stock	09/10/2009	S <sup>(1)</sup>	3,833	D	\$ 11.9763	3,701	D
Common Stock	09/10/2009	M	26,167	A	\$ 6.6875	29,868	D
Common Stock	09/10/2009	S <sup>(1)</sup>	26,167	D	\$ 11.9763	3,701	D
Common Stock	09/10/2009	M	4,582	A	\$ 6.05	8,283	D
Common Stock	09/10/2009	S <sup>(1)</sup>	4,582	D	\$ 11.9763	3,701	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 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	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.688	09/10/2009		M	3,833	(2) 07/17/2010		Common Stock	3,833
Incentive Stock Option (right to buy)	\$ 8.08	09/10/2009		M	418	(2) 01/21/2012		Common Stock	418
Non-Qualified Stock Option (right to buy)	\$ 6.05	09/09/2009		M	35,000	(3) 01/25/2018		Common Stock	35,000
Non-Qualified Stock Option (right to buy)	\$ 6.05	09/10/2009		M	4,582	(3) 01/25/2018		Common Stock	4,582
Non-Qualified Stock Option (right to buy)	\$ 6.688	09/10/2009		M	26,167	(2) 07/17/2010		Common Stock	26,167

## 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

By: Kate Higgins For: Guy  
Marsh 09/11/2009

\_\_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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2009.
  - (2) The option is 100% vested.
  - (3) Twenty-five percent (25%) of the total number of shares become exercisable on 1/25/09 and one forty-eighth (1/48th) of the total number of shares become exercisable at the end of each full 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.  
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