

Polymeropoulos Mihael Hristos
Form 4/A
July 17, 2007

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Polymeropoulos Mihael Hristos

(Last) (First) (Middle)

9605 MEDICAL CENTER
DRIVE, SUITE 300

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Vanda Pharmaceuticals Inc. [VNDA]

3. Date of Earliest Transaction
(Month/Day/Year)

06/11/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

06/11/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/11/2007 ⁽¹⁾		M	V Amount (A) or (D) Price 10,000 A \$ 0.331	10,000	D	
Common Stock	06/11/2007 ⁽¹⁾		S	621 D \$ 20.67	9,379	D	
Common Stock	06/11/2007 ⁽¹⁾		S	200 D \$ 20.68	9,179	D	
Common Stock	06/11/2007 ⁽¹⁾		S	5,100 D \$ 20.7	4,079	D	
Common Stock	06/11/2007 ⁽¹⁾		S	700 D \$ 20.71	3,379	D	

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Common Stock	06/11/2007 ⁽¹⁾	S	100	D	\$ 20.72	3,279	D
Common Stock	06/11/2007 ⁽¹⁾	S	600	D	\$ 20.73	2,679	D
Common Stock	06/11/2007 ⁽¹⁾	S	100	D	\$ 20.75	2,579	D
Common Stock	06/11/2007 ⁽¹⁾	S	100	D	\$ 20.76	2,479	D
Common Stock	06/11/2007 ⁽¹⁾	S	1,179	D	\$ 20.8	1,300	D
Common Stock	06/11/2007 ⁽¹⁾	S	400	D	\$ 20.82	900	D
Common Stock	06/11/2007 ⁽¹⁾	S	100	D	\$ 20.85	800	D
Common Stock	06/11/2007 ⁽¹⁾	S	100	D	\$ 20.86	700	D
Common Stock	06/11/2007 ⁽¹⁾	S	300	D	\$ 20.87	400	D
Common Stock	06/11/2007 ⁽¹⁾	S	400	D	\$ 20.88	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 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
Employee Stock Option	\$ 0.331	06/11/2007 ⁽¹⁾		M	6,650	⁽³⁾ 02/10/2015	Common Stock	6,650

(Right to
Buy) ⁽²⁾Employee
StockOption \$ 0.331 06/11/2007⁽¹⁾

M

3,350

⁽³⁾

09/28/2015

Common
Stock

3,350

(Right to
Buy) ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polymeropoulos Mihael Hristos 9605 MEDICAL CENTER DRIVE SUITE 300 ROCKVILLE, MD 20850	X		Chief Executive Officer	

Signatures

/s/ Mihael H.
Polymeropoulos

07/17/2007

 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) Transaction was administered pursuant to an authorized 10b5-1 plan.

(2) Filing amends the number of derivative securities beneficially owned following transaction reported on June 11, 2007 for each respective grant. The original form reflected an exercise of 10,000 shares from one grant, rather than two exercises totaling 10,000 from two grants.

(3) Exercisable with respect to 25% of the shares one year after the grant, exercisable with respect to an additional 2.08333% of the aggregate shares 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.

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