

VIVUS INC

Form 4

November 01, 2005

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 *
NIDA TERRY

(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)

10/31/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, Worldwide Marketing/

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	10/31/2005		M	33,680 A	\$ 2.9375 86,467	D	
Common Stock	10/31/2005		S	33,680 D	\$ 3.001 52,787	D	
Common Stock	10/31/2005		M	13,195 A	\$ 2.9375 65,982	D	
Common Stock	10/31/2005		S	13,195 D	\$ 3.001 52,787	D	
Common Stock	10/31/2005		P ⁽¹⁾	3,194 A	\$ 2.312 55,981	D	

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.9375	10/31/2005		M	33,680	<u>(2)</u> 12/01/2005	Common Stock	33,680
Non-Qualified Stock Option (right to buy)	\$ 2.9375	10/31/2005		M	13,195	<u>(2)</u> 12/01/2005	Common Stock	13,195

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NIDA TERRY 1172 CASTRO STREET MOUNTAIN VIEW, CA 94040	VP, Worldwide Marketing/

Signatures

Terry Nida 11/01/2005
 **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).

- Acquired 3,194 shares through Employee Stock Purchase Plan Offering Period ending on 10/31/05.
- On October 19, 1998, VIVUS, Inc. repriced certain of its outstanding options to purchase its Common Stock. The reported transaction reports the grant of the repriced option (the "Repriced Option") upon cancellation of the original option (the "Original Option"). Twenty-five percent (25%) of the shares subject to the Original Option become exercisable on the first anniversary of the date of grant and one forty-eighth (1/48th) of such shares became exercisable each month thereafter. The Repriced Option is subject to the same

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vesting schedule as the Original Option; provided, however, the Repriced Option cannot be exercised in the first six months following the date of repricing.

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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