Polymeropoulos Mihael Hristos

Form 4

February 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

02/16/2012

(Print or Type Responses)

1 Name and A	ddwass of Domoutine	n Damaan *						5 Dalationship of	Damantina Dana	om(a) to	
Name and Address of Reporting Person * Polymeropoulos Mihael Hristos			Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
1 02y 111 0 10 po 11120 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			Vanda Pharmaceuticals Inc. [VNDA]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
9605 MEDICAL CENTER DRIVE, SUITE 300			(Month/Day/Year) 02/16/2012					_X_ Director _X_ Officer (give below)	e titleOthe	Owner or (specify	
, , , , , ,							President and CEO				
				. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/				itn/Day/Yeai	r)			Applicable Line) _X_ Form filed by One Reporting Person			
ROCKVILLE, MD 20850 — Form filed by More than One Reporting Person											
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				Securities Ownership Indir Beneficially Form: Direct Bene Owned (D) or Own Following Indirect (I) (Inst		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/16/2012			M	18,750	A	<u>(1)</u>	427,500	D		
Common Stock	02/16/2012			M	12,500	A	(1)	440,000	D		
~							\$				

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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(2)

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displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	02/16/2012		M		18,750	(3)	<u>(4)</u>	Common Stock	18,750	
Restricted Stock Unit	<u>(1)</u>	02/16/2012		M		12,500	<u>(5)</u>	<u>(4)</u>	Common Stock	12,500	

Reporting Owners

Reporting Owner Name / Address	Kelationships							
	Director	10% Owner	Officer	Other				
Polymeropoulos Mihael Hristos 9605 MEDICAL CENTER DRIVE SUITE 300 ROCKVILLE, MD 20850	X		President and CEO					

Signatures

/s/ Mihael Hristos Polymeropoulos

02/21/2012 Date

**Signature of Reporting Person

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) Each Restricted Stock Unit represents a contingent right to receive a share of the Issuer's common stock.
- This transaction was executed in multiple trades at prices ranging from \$4.62 to \$4.78. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- The Restricted Stock Units vest in four equal annual installments beginning January 1, 2011. Vested shares will be delivered on the First (3) Permissable Trading Day (as defined in the Restricted Stock Unit Agreement) that occurs on or after the day when the Restricted Stock Units vest.
- (4) N/A
- **(5)**

Reporting Owners 2

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The Restricted Stock Units vest in four equal annual installments beginning January 1, 2012. Vested shares will be delivered on the First Permissable Trading Day (as defined in the Restricted Stock Unit Agreement) that occurs on or after the day when the Restricted Stock Units vest.

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.