

Irish Stephanie Rast
 Form 3
 January 20, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Irish Stephanie Rast</p> <p>(Last) (First) (Middle)</p> <p>9605 MEDICAL CENTER DRIVE, SUITE 300</p> <p>(Street)</p> <p>ROCKVILLE, MD 20850</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/09/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Vanda Pharmaceuticals Inc. [VNDA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. VP, CFO, Treasurer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
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Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Restricted Common Stock | 40,000 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2) | 02/01/2015 | Common Stock | 960 | \$ 0.331 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 12/29/2015 | Common Stock | 9,238 | \$ 4.7329 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 12/18/2016 | Common Stock | 10,000 | \$ 25.5 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 01/30/2017 | Common Stock | 11,000 | \$ 30.65 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 01/03/2018 | Common Stock | 17,405 | \$ 5.76 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 09/18/2018 | Common Stock | 17,405 | \$ 1.02 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Irish Stephanie Rast 9605 MEDICAL CENTER DRIVE, SUITE 300 ROCKVILLE, MD 20850 | Â | Â | Â Sr. VP, CFO, Treasurer | Â |

Signatures

/s/ Stephanie R.
Irish

01/20/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- These shares are represented by restricted stock units. 50% of such shares vest upon approval by the FDA of the NDA for iloperidone, (1) Vanda Pharmaceuticals Inc.'s lead product candidate, and 50% of such shares vest on December 31, 2009. Upon a change of control of Vanda Pharmaceuticals Inc., 100% of the unvested restricted stock units will vest upon the consummation of the change in control.
- (2) 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.
- (3) The option vests each month with respect to 2.0833% of the aggregate option share total.

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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