

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>NIDA TERRY</u> (Last) (First) (Middle) <u>1172 CASTRO STREET</u> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94040</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIVUS INC [VVUS]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Worldwide Marketing/</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	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	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$2.9375	10/31/2005		M			33,680	(2)	12/01/2005	Common Stock	33,680	\$3.001	0	D	
Non-Qualified Stock Option (right to buy)	\$2.9375	10/31/2005		M			13,195	(2)	12/01/2005	Common Stock	13,195	\$3.001	0	D	

Explanation of Responses:

1. Acquired 3,194 shares through Employee Stock Purchase Plan Offering Period ending on 10/31/05.
2. 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 vesting schedule as the Original Option; provided, however, the Repriced Option cannot be exercised in the first six months following the date of repricing.

Terry Nida
** Signature of Reporting Person

11/01/2005
Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.