

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| | | | | | | |
|--|---------|----------|--|--|---|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) VP, Operations & General Mgr. | |
| MARSH GUY P | | | VIVUS INC [VVUS] | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | |
| 1172 CASTRO STREET | | | 08/31/2009 | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | |
| MOUNTAIN VIEW CA 94040 | | | | | | |
| (City) | (State) | (Zip) | | | | |

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 | 08/31/2009 | | M | | 547 | A | \$3.13 | 4,248 | D | |
| Common Stock | 08/31/2009 | | s ⁽¹⁾ | | 547 | D | \$6.27 | 3,701 | D | |
| Common Stock | 08/31/2009 | | M | | 1,194 | A | \$4.25 | 4,895 | D | |
| Common Stock | 08/31/2009 | | s ⁽¹⁾ | | 1,194 | D | \$6.27 | 3,701 | D | |
| Common Stock | 08/31/2009 | | M | | 889 | A | \$4.25 | 4,590 | D | |
| Common Stock | 08/31/2009 | | s ⁽¹⁾ | | 889 | D | \$6.27 | 3,701 | 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) | \$3.13 | 08/31/2009 | | M | | | 547 | (2) | 01/30/2016 | Common Stock | 547 | \$0 | 2,735 | D | |
| Incentive Stock Option (right to buy) | \$4.25 | 08/31/2009 | | M | | | 1,194 | (3) | 01/29/2017 | Common Stock | 1,194 | \$0 | 29,985 | D | |
| Non-Qualified Stock Option (right to buy) | \$4.25 | 08/31/2009 | | M | | | 889 | (3) | 01/29/2017 | Common Stock | 889 | \$0 | 5,433 | D | |

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2009.
2. Twenty-five percent (25%) of the shares subject to the option became exercisable on 1/30/07 and one forty-eighth of the shares become exercisable monthly thereafter.
3. Twenty-five percent (25%) of the shares subject to the option became exercisable on 1/29/08 and one forty-eighth of the shares become exercisable monthly thereafter.

By: Kate Higgins For: Guy Marsh 09/02/2009

** Signature of Reporting Person 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.

