

Vanda Pharmaceuticals Inc.  
 Form 4/A  
 November 22, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Ramsay David Russ**  
  
 (Last) (First) (Middle)  
**47 HULFISH STREET, SUITE 310**  
  
 (Street)  
**PRINCETON, NJ 08542**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Vanda Pharmaceuticals Inc. [VNDA]**  
  
 3. Date of Earliest Transaction (Month/Day/Year)  
**11/17/2006**  
  
 4. If Amendment, Date Original Filed (Month/Day/Year)  
**11/21/2006**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
  
 6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 11/17/2006                           |  | S                              | 252,666 D   | \$ 14.25 3,129,539  | I  | See Footnote (1)                                      |
| Common Stock                    | 11/17/2006                           |  | S                              | 17,334 D  | \$ 14.25 214,666  | I  | See Footnote (2)                                      |
| Common Stock                    | 11/20/2006                           |  | S                              | 46,790 D  | \$ 15.29 3,082,749  | I  | See Footnote (1)                                      |
| Common Stock                    | 11/20/2006                           |  | S                              | 3,210 D   | \$ 15.29 211,456  | I  | See Footnote (2)                                      |

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

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities. Includes sub-headers for Date Exercisable and Expiration Date, and Title Number of Shares.

## Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Ramsay David Russ, 47 HULFISH STREET, SUITE 310, PRINCETON, NJ 08542, with '10% Owner' relationship marked with an 'X'.

## Signatures

/s/ David R. Ramsay, 11/22/2006. Legend: \*\*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).
(1) The reportable securities are owned directly by Care Capital Investments II, L.P. and indirectly by Care Capital II, LLC as general partner of Care Capital Investments II, L.P.
(2) The reportable securities are owned directly by Care Capital Offshore Investments II, L.P. and indirectly by Care Capital II, LLC as general partner of Care Capital Offshore Investments II, L.P.

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beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

### **Remarks:**

\* This amendment is being filed to correct the amount of securities beneficially owned following the reported transaction.

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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