

**VICAL INC**  
Reported by  
**SMITH LAWRENCE RUSSELL**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/14/14 for the Period Ending 01/10/14

Address	10390 PACIFIC CENTER COURT
	.
	SAN DIEGO, CA 92121-4340
Telephone	858-646-1100
CIK	0000819050
Symbol	VICL
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)	
SMITH LAWRENCE RUSSELL		VICAL INC [ VICL ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP, Vaccine Research</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
10390 PACIFIC CENTER COURT		1/10/2014			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN DIEGO, CA 92127				<input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 \$.01 par value	1/10/2014		P		90000 (1)	A	\$1.42	197422	D	
Common Stock \$.01 par value	1/11/2014		F		491 (2)	D	\$1.42	196931	D	
Common Stock \$.01 par value	1/11/2014		F		1501 (3)	D	\$1.42	195430	D	
Common Stock \$.01 par value	1/13/2014		F		305 (4)	D	\$1.34	195125 (5)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Option (right to buy)	\$1.42	1/10/2014		A		135000	1/10/2015 (6)	1/9/2024	Common Stock	135000	\$0	717850	D	

#### Explanation of Responses:

- (1) Shares were acquired pursuant to a restricted stock grant and generally vest one-third on the first anniversary of the grant, with the remainder vesting quarterly over the remaining two years.
- (2) Represents shares withheld for taxes upon the release of restricted stock granted on January 11, 2010.
- (3) Represents shares withheld for taxes upon the release of restricted stock granted on January 11, 2013.
- (4) Represents shares withheld for taxes upon the release of restricted stock granted on January 13, 2012.
- (5) This balance includes 142,377 of unvested restricted stock units.
- (6) The right to exercise the above stock option generally vests one-third on the first anniversary of the grant, with the remainder vesting quarterly over the remaining two years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH LAWRENCE RUSSELL 10390 PACIFIC CENTER COURT SAN DIEGO, CA 92127			VP, Vaccine Research	

**Signatures****Sandy Medina (via Power of Attorney)****1/14/2014**

\*\* 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.

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