AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 20, 2000 REGISTRATION NO. 333-_____ _____ SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 _____ FORM S-3 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 VICAL INCORPORATED (Exact name of registrant as specified in its charter) _____ <TABLE> <S> <C>93-0948554 DELAWARE (State or other jurisdiction of (IRS Employer incorporation or organization) Identification No.) </TABLE> 9373 TOWNE CENTRE DRIVE, SUITE 100 SAN DIEGO, CA 92121 (858) 646-1100 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices) -------ALAIN B. SCHREIBER, M.D. PRESIDENT AND CHIEF EXECUTIVE OFFICER VICAL INCORPORATED 9373 TOWNE CENTRE DRIVE, SUITE 100 SAN DIEGO, CA 92121 (858) 646-1100 (Name, address, including zip code, and telephone number, including area code, of agent for service) _____

COPIES TO:

<TABLE>
<S>
THOMAS E. SPARKS, JR., ESQ.
JOHN L. DONAHUE, ESQ.
ALAN G. SMITH, ESQ.
PILLSBURY MADISON & SUTRO LLP
PILLSBURY MADISON & SUTRO LLP
SAN FRANCISCO, CALIFORNIA 94120
</TABLE>

CODEY GODWARD LLP
4365 EXECUTIVE DRIVE, SUITE 1200
SAN DIEGO, CALIFORNIA 92121

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: AS SOON AS PRACTICABLE AFTER THIS REGISTRATION STATEMENT BECOMES EFFECTIVE.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: /X/ 333-92921

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: / /

CALCULATION OF REGISTRATION FEE

<TABLE>

		PROPOSED	PROPOSED	
		MAXIMUM	MAXIMUM	AMOUNT OF
TITLE OF EACH CLASS OF	AMOUNT TO BE	OFFERING PRICE	AGGREGATE	REGISTRATION
SECURITIES TO BE REGISTERED	REGISTERED(1)	PER SHARE(2)	OFFERING PRICE	FEE (3)
<s></s>	<c></c>	<c></c>	<c></c>	<c></c>
Common Stock, \$0.01 par value				

 575,000 shares | \$37.50 | \$21,562,500 | \$5,692.50 |(1) Includes 75,000 shares that the underwriters have the option to purchase to cover over-allotments, if any.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c), based upon the average of the high and low price reported on the Nasdaq National Market on January 19, 2000.

- ------ INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") by Vical Incorporated (the "Company"), pursuant to Rule 462(b) under the Act. This Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (File No. 333-92921) relating to the offering of up to 2,875,000 shares of Common Stock of the Company.

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on January 21, 2000), (ii) it will not revoke such instructions, (iii) it has sufficient funds to the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by the bank during regular business hours on January 21, 2000.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, we certify that we have reasonable grounds to believe that we meet all of the requirements for filing on Form S-3, and have duly caused this registration statement to be signed on our behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, January 20, 2000.

<TABLE> <C> <C> <S> VICAL INCORPORATED Βv /s/ MARTHA J. DEMSKI _____ Martha J. Demski VICE PRESIDENT, CHIEF FINANCIAL OFFICER, SECRETARY AND TREASURER </TABLE> Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated: <TABLE> <CAPTION>

	SIGNATURE	TITLE	DATE
<c></c>		<s></s>	<c></c>
	*	President, Chief Executive Officer, and Director (Principal Executive	
	Alain B. Schreiber	Officer)	January 20, 2000
	/s/ MARTHA J. DEMSKI	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial and Principal	
	Martha J. Demski	Accounting Officer)	January 20, 2000
	*		
		Chairman of the Board of Directors	

	R. Gordon D	ouglas, Jr.			January 20, 2000
	*				
	M. Blak	e Ingle	Director		January 20, 2000
	*				
	Patrick F. Latterell		Director		January 20, 2000
	*				_
		Luona	Director		January 20, 2000
	Gary A.				January 20, 2000
			Director		
	Dale A.	Smith			January 20, 2000
	*		Director		

 Philip M | | | | January 20, 2000 || | | | | | |
*By:		MARTHA J. DEMSKI	-		
		rtha J. Demski TORNEY-IN-FACT			
		3			
		EXHIBIT	INDEX		
EXI	HIBIT				
	MBER		RIPTION OF DOCUMENT		SEQUENTIALLY NUMBERED PAGE
5	.1	``` Opinion of Pillsbury Madison & Sutro LLP (incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-92921). ```			
23	.1	Consent of Arthur Andersen LLP.			
23	.2	Consent of Pillsbury, Madison & Sutro LLP (included in its opinion filed as Exhibit 5.1 to this Registration Statement).			
Consent of Sterne, Kessler, Goldstein & Fox P.L.L.C.

</TABLE>

23.3

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report, and to all references to our Firm, included in or made a part of this registration statement.

Arthur Andersen LLP

San Diego, California January 19, 2000

CONSENT OF PATENT COUNSEL

We hereby consent to the use of our name under the caption "Experts" in this registration statement and prospectus included herein.

/s/ Sterne, Kessler, Goldstein & Fox P.L.L.C.

Washington, D.C. January 20, 2000