

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G  
(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3 and Restatement)\*

Vical, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

0009256021

-----  
(CUSIP Number)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 17

<TABLE>  
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CUSIP NO. 0009256021

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
U.S. Venture Partners III, A California Limited Partnership ("USVP III")  
Tax ID Number: 94-3038926

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

NUMBER OF  
SHARES  
BENEFICIALLY

5

SOLE VOTING POWER  
576,686 shares, except that BHMS  
Partners III, A California Limited

OWNED BY EACH REPORTING  
PERSON  
WITH

Partnership ("BHMS III"), the  
general partner of USVP III, and  
Bowes, Federman, Krausz, Vogel and  
Young, the general partners of BHMS  
III, may be deemed to have shared  
voting power with respect to such  
shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
576,686 shares, except that BHMS  
III, the general partner of USVP  
III, and Bowes, Federman, Krausz,  
Vogel and Young, the general  
partners of BHMS III, may be deemed  
to have shared dispositive power  
with respect to such shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 576,686

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.75%

12 TYPE OF REPORTING PERSON\* PN

<FN>

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

</FN>

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Second Ventures Limited Partnership ("SVLP")  
Tax ID Number: 94-3060758

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SOLE VOTING POWER  
18,022 shares, except that BHMS III, the general partner of SVLP, and Bowes, Federman, Krausz, Vogel and Young, the general partners of BHMS III, may be deemed to have shared voting power with respect to such shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
18,022 shares, except that BHMS III, the general partner of SVLP, and Bowes, Federman, Krausz, Vogel and Young, the general partners of BHMS III, may be deemed to have shared dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,022

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.12%

12 TYPE OF REPORTING PERSON\* PN

<FN>

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
USV Entrepreneur Partners, A California Limited Partnership ("USVEP")  
Tax ID Number: 94-3050240

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SOLE VOTING POWER  
6,008 shares, except BHMS III, the general partner of USVEP, and Bowes, Federman, Krausz, Vogel and Young, the general partners of BHMS III, may be deemed to have shared voting power with respect to such shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
6,008 shares, except that BHMS III, the general partner of USVEP, and Bowes, Federman, Krausz, Vogel and Young, the general partners of BHMS III, may be deemed to have shared dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,008

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.04%

12 TYPE OF REPORTING PERSON\* PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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</TABLE>

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
BHMS Partners III, A California Limited Partnership ("BHMS III")  
Tax ID Number: 94-3038927

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. BHMS III is the general partner of USVP III, SVLP, and USVEP and may be deemed to have shared voting power with respect to such shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
600,716 shares, of which 576,686 Shares are directly owned by USVP III, 18,022 Shares are directly owned by SVLP, and 6,008 Shares are directly owned by USVEP. BHMS III is the general partner of USVP III, SVLP, and USVEP and may be deemed to have shared dispositive power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.90%

12 TYPE OF REPORTING PERSON\* PN

<FN>

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 0009256021

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
William K. Bowes, Jr. ("Bowes")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. Bowes is a general partner of BHMS III, the general partner of USVP III, SVLP, and USVEP, and may be deemed to have shared voting power with respect to such shares.

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. Bowes is a general partner of BHMS III, the general partner of USVP III, SVLP, and USVEP, and may be deemed to have shared dispositive power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

12 TYPE OF REPORTING PERSON\*

IN

<FN>

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Irwin Federman ("Federman")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares

6 SHARED VOTING POWER  
600,716 shares, of which 576,686  
shares are directly owned by USVP  
III, 18,022 shares are directly  
owned by SVLP, and 6,008 shares are  
directly owned by USVEP. Federman  
is a general partner of BHMS III,  
the general partner of USVP III,  
SVLP, and USVEP, and may be deemed  
to have shared voting power with  
respect to such shares.

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
600,716 shares, of which 576,686  
shares are directly owned by USVP  
III, 18,022 shares are directly  
owned by SVLP, and 6,008 shares are  
directly owned by USVEP. Federman  
is a general partner of BHMS III,  
the general partner of USVP III,

SVLP, and USVEP, and may be deemed to have shared dispositive power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.90%

12 TYPE OF REPORTING PERSON\* IN

<FN>

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

</FN>

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CUSIP NO. 0009256021

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1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Steven M. Krausz ("Krausz")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. Krausz is a general partner of BHMS III, the general partner of USVP III, SVLP, and USVEP, and may be deemed to have shared voting power with respect to such shares.



7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
600,716 shares, of which 576,686  
shares are directly owned by USVP  
III, 18,022 shares are directly  
owned by SVLP, and 6,008 shares are  
directly owned by USVEP. Krausz is  
a general partner of BHMS III, the  
general partner of USVP III, SVLP,  
and USVEP, and may be deemed to  
have shared dispositive power with  
respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 600,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.90%

12 TYPE OF REPORTING PERSON\* IN

<FN>  
\* SEE INSTRUCTIONS BEFORE FILLING OUT!  
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CUSIP NO. 0009256021 13 G Page 9 of 20 Pages

1 NAME OF REPORTING PERSONS  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Dale J. Vogel ("Vogel")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

5 SOLE VOTING POWER  
0 shares  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON

WITH

6 SHARED VOTING POWER  
 600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. Vogel is a general partner of BHMS III, the general partner of USVP III, SVLP, and USVEP, and may be deemed to have shared voting power with respect to such shares.

7 SOLE DISPOSITIVE POWER  
 0 shares

8 SHARED DISPOSITIVE POWER  
 600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. Vogel is a general partner of BHMS III, the general partner of USVP III, SVLP, and USVEP, and may be deemed to have shared dispositive power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.90%

12 TYPE OF REPORTING PERSON\* IN

<FN>

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

</FN>

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CUSIP NO. 0009256021

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1 NAME OF REPORTING PERSONS  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 Phillip M. Young ("Young")  
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
30,000 shares issuable upon the exercise of a stock option.

6 SHARED VOTING POWER  
600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. Young is a general partner of BHMS III, the general partner of USVP III, SVLP, and USVEP, and may be deemed to have shared voting power with respect to such shares.

7 SOLE DISPOSITIVE POWER  
30,000 shares issuable upon the exercise of a stock option.

8 SHARED DISPOSITIVE POWER  
600,716 shares, of which 576,686 shares are directly owned by USVP III, 18,022 shares are directly owned by SVLP, and 6,008 shares are directly owned by USVEP. Young is a general partner of BHMS III, the general partner of USVP III, SVLP, and USVEP, and may be deemed to have shared dispositive power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 630,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.09%

12 TYPE OF REPORTING PERSON\* IN

<FN>

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

</FN>  
</TABLE>

Partners, A California Limited Partnership ("USVEP"), BHMS Partners III, A California Limited Partnership ("BHMS III"), William K. Bowes, Jr. ("Bowes"), Irwin Federman ("Federman"), Steven M. Krausz ("Krausz"), Phil S. Schlein ("Schlein"), Dale J. Vogel ("Vogel"), and Phillip M. Young ("Young") (collectively referred to as the "Reporting Persons").

ITEM 1(a). NAME OF ISSUER:

Vical, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

9373 Towne Centre Drive, Suite 100  
San Diego, CA 92121-3027  
(619) 453-9900

ITEM 2(a). NAME OF PERSONS FILING:

This Statement is filed by U.S. Venture Partners III, A California Limited Partnership ("USVP III"), Second Ventures Limited Partnership ("SVLP"), USV Entrepreneur Partners, A California Limited Partnership ("USVEP"), BHMS Partners III, A California Limited Partnership ("BHMS III"), William K. Bowes, Jr. ("Bowes"), Irwin Federman ("Federman"), Steven M. Krausz ("Krausz"), Dale J. Vogel ("Vogel"), and Phillip M. Young ("Young"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BHMS III is the general partner of USVP III, SVLP and USVEP, and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by USVP III, SVLP and USVEP. Bowes, Federman, Krausz, Vogel and Young are general partners of BHMS III, and may be deemed to have shared power to vote and shared power to dispose of the shares of issuer directly owned by USVP III, SVLP and USVEP.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

U.S. Venture Partners  
2180 Sand Hill Road, Suite 300  
Menlo Park, CA 94025

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ITEM 2(c). CITIZENSHIP:

USVP III, USVEP and BHMS III are California Limited Partnerships, SVLP is a Cayman Islands Limited Partnership and Bowes, Federman, Krausz, Vogel and Young are United States citizens.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

CUSIP # 0009256021

ITEM 3. Not Applicable

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ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 1996:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting

Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

[X]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

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SIGNATURES

<TABLE>

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

<CAPTION>

Dated: February 11, 1997

<S>  
U.S. Venture Partners III,  
A California Limited Partnership  
By BHMS III, A California Limited Partnership  
Its General Partner

<C>  
/s/ Michael P. Maher  
-----  
Signature

Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

Second Ventures Limited Partnership  
By BHMS III, A California Limited Partnership  
Its General Partner

/s/ Michael P. Maher  
-----  
Signature

Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

U.S.V. Entrepreneur Partners,  
A California Limited Partnership  
By BHMS III, A California Limited Partnership  
Its General Partner

/s/ Michael P. Maher  
-----  
Signature

Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

BHMS Partners III,  
A California Limited Partnership

/s/ Michael P. Maher  
-----  
Signature

Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

William K. Bowes

/s/ Michael P. Maher  
-----  
Michael P. Maher  
Attorney-In-Fact

Irwin Federman

/s/ Michael P. Maher  
-----  
Michael P. Maher  
Attorney-In-Fact

Steven M. Krausz

/s/ Michael P. Maher  
-----  
Michael P. Maher  
Attorney-In-Fact

Dale J. Vogel

/s/ Michael P. Maher  
-----  
Michael P. Maher  
Attorney-In-Fact

Phillip M. Young

/s/ Michael P. Maher  
-----  
Michael P. Maher  
Attorney-In-Fact

</TABLE>

EXHIBIT INDEX

Exhibit  
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Found on  
Sequentially  
Numbered Page  
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EXHIBIT A

AGREEMENT RELATING TO JOINT FILING  
OF SCHEDULE 13G

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Vical, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

<TABLE>

This Agreement and the filing of the Schedule 13G shall not be construed to be an admission that any of the undersigned are members of a "group" consisting of one or more of such persons pursuant to Section 13(g) of the Securities Exchange Act of 1934, as amended, and the rules thereunder.

<CAPTION>

Date: February 10, 1995

<S>

U.S. Venture Partners III,  
A California Limited Partnership  
By BHMS Partners III,  
A California Limited Partnership  
Its General Partner

<C>

/s/ Michael P. Maher  
-----  
Signature  
  
Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

Second Ventures Limited Partnership  
By BHMS Partners III,  
A California Limited Partnership  
Its General Partner

/s/ Michael P. Maher  
-----  
Signature  
  
Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

U.S.V. Entrepreneur Partners,  
A California Limited Partnership  
By BHMS Partners III,  
A California Limited Partnership  
Its General Partner

/s/ Michael P. Maher  
-----  
Signature  
  
Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

BHMS Partners III,  
A California Limited Partnership

/s/ Michael P. Maher  
-----  
Signature  
  
Michael P. Maher  
Chief Financial Officer/Attorney-In-Fact

Phil S. Schlein

/s/ Michael P. Maher  
-----  
Michael P. Maher  
Attorney-In-Fact

Phil M. Young

/s/ Michael P. Maher  
-----  
Michael P. Maher  
Attorney-In-Fact

Irwin Federman

/s/ Michael P. Maher

-----  
Michael P. Maher  
Attorney-In-Fact

Dale J. Vogel

/s/ Michael P. Maher

-----  
Michael P. Maher  
Attorney-In-Fact

William K. Bowes

/s/ Michael P. Maher

-----  
Michael P. Maher  
Attorney-In-Fact

Steven M. Krausz

/s/ Michael P. Maher

-----  
Michael P. Maher  
Attorney-In-Fact

</TABLE>

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EXHIBIT B

REFERENCE TO MICHAEL MAHER AS ATTORNEY-IN-FACT

Michael P. Maher has signed the enclosed documents as Attorney-In-Fact. Note that copies of the applicable Power of Attorneys are already on file with the appropriate agencies.