
OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.1)*

Vical Incorporated

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

925602104

(Cusip Number)

Check the following box if a fee is being paid with this statement [] . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*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 the disclosures provided in a prior cover page.

The information required in 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).

SCHEDULE 13G

<TABLE>
CUSIP NO. 925602104
<S> <C>

	1		NAME OF REPORTING PERSON	
			S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
			Morgenthaler Venture Partners II	
			34-1443153	

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

		(b) []

3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Ohio	
	NUMBER OF	5 SOLE VOTING POWER
	SHARES	0
	BENEFICIALLY	6 SHARED VOTING POWER
	OWNED BY	568,725
	EACH	7 SOLE DISPOSITIVE POWER
	REPORTING	0
	PERSON	8 SHARED DISPOSITIVE POWER
	WITH	568,725
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	568,725	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[]

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	3.69%	
12	TYPE OF REPORTING PERSON*	
	PN	

</TABLE>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<TABLE>

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<S> <C>

1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Morgenthaler Management Partners II	34-1443454
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) []

		(b) []

3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Ohio	
	NUMBER OF	5 SOLE VOTING POWER
	SHARES	0
	BENEFICIALLY	6 SHARED VOTING POWER
	OWNED BY	568,725
	EACH	7 SOLE DISPOSITIVE POWER
	REPORTING	0
	PERSON	

	WITH	8	SHARED DISPOSITIVE POWER	
			568,725	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	568,725			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	3.69%			
12	TYPE OF REPORTING PERSON*			
	PN			

</TABLE>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

<TABLE>

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<S> <C>

1	NAME OF REPORTING PERSON			
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	David T. Morgenthaler ###-##-####			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) []
				(b) []
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States			
	NUMBER OF	5	SOLE VOTING POWER	
	SHARES		15,337	
	BENEFICIALLY	6	SHARED VOTING POWER	
	OWNED BY		588,507 Notes (1), (2)	
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING		15,333	
	PERSON	8	SHARED DISPOSITIVE POWER	
	WITH		588,507 Notes (1), (2)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	603,840			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	3.92%			
12	TYPE OF REPORTING PERSON*			
	IN			

</TABLE>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<TABLE>

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Robert D. Pavey ###-##-####	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] ---- (b) [] ----
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 6,505 6 SHARED VOTING POWER 586,184 Notes (1), (3) 7 SOLE DISPOSITIVE POWER 6,505 8 SHARED DISPOSITIVE POWER 586,184 Note (1), (3)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 592,689	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[] ----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.85%	
12	TYPE OF REPORTING PERSON* IN	

</TABLE>

SEE INSTRUCTIONS BEFORE FILLING OUT!
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<TABLE>
CUSIP NO. 925602104
<S> <C>

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Robert C. Bellas, Jr. ###-##-####	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] ---- (b) [] ----
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	NUMBER OF SHARES BENEFICIALLY	5 SOLE VOTING POWER 35,576 Note (5) 6 SHARED VOTING POWER

	OWNED BY		570,119	Note (4)
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING		35,576	Note (5)
	PERSON		SHARED DISPOSITIVE POWER	
	WITH	8	570,119	Note (4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	605,695			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	[]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	3.93%			
12	TYPE OF REPORTING PERSON*			
	IN			

</TABLE>

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<S> <C>

1	NAME OF REPORTING PERSON			
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Gary J. Morgenthaler ###-##-####			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
				(a) []
				(b) []
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States			
	NUMBER OF	5	SOLE VOTING POWER	
	SHARES		1,787	
	BENEFICIALLY	6	SHARED VOTING POWER	
	OWNED BY		584,058 Note (2)	
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING		1,787	
	PERSON		SHARED DISPOSITIVE POWER	
	WITH	8	584,058 Note (2)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	585,845			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	[]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	3.81%			
12	TYPE OF REPORTING PERSON*			

</TABLE>

SEE INSTRUCTIONS BEFORE FILLING OUT!

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<TABLE>

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<S> <C>

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Paul S. Brentlinger ###-##-####
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
5	NUMBER OF SOLE VOTING POWER SHARES 12,545
6	BENEFICIALLY OWNED BY EACH REPORTING PERSON SHARED VOTING POWER 568,725
7	SOLE DISPOSITIVE POWER 12,545
8	SHARED DISPOSITIVE POWER 568,725
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 581,270
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.76%
12	TYPE OF REPORTING PERSON* IN

</TABLE>

SEE INSTRUCTIONS BEFORE FILLING OUT!

Schedule 13G

Item 1(a). NAME OF ISSUER: Vical Incorporated

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 9373 Towne Centre Drive, Suite 100, San Diego, CA 92121

Item 2(a). NAMES OF PERSONS FILING: Morgenthaler Venture Partners II ("MVP II"); Morgenthaler Management Partners II ("MMP II"), the general partner of MVP II; David T. Morgenthaler, Robert D. Pavey, Robert C. Bellas, Jr., Gary J. Morgenthaler, Paul S. Brentlinger (collectively, the "General Partners") are individual general partners of MMP II, the general partner of MVP II.

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

The address of the principal business office of MVP II, MMP II and each of the General Partners is:

Morgenthaler Venture Partners II
629 Euclid Avenue
Suite 700
Cleveland, Ohio 44114

Item 2(c). CITIZENSHIP: MVP II is a limited partnership and MMP II is a general partnership both organized under the laws of the State of Ohio. Each of the individual General Partners is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES: Common Stock, \$0.01 par value per share

Item 2(e). CUSIP NUMBER: 925602104

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(b), OR 13D-2(b), CHECK WHETHER THE PERSON FILING IS A:

- (a) [] Broker or Dealer registered under Section 15 of the Securities Exchange Act of 1934 (the "Act").
- (b) [] Bank as defined in Section 3(a)(6) of the Act.
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940.
- (e) [] Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940.

- (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(f) of the Act.
- (g) [] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(g) of the Act.
- (h) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(h) of the Act.

Not Applicable.

Item 4. OWNERSHIP.

- (a) Amount Beneficially Owned: Each of MVP II and MMP II may be deemed to own beneficially 568,725 shares of the Common Stock of Vical Incorporated (the "Company") as of December 31, 1996. Robert C. Bellas, Jr. may be deemed to own beneficially 605,695 shares of the Company's Common Stock as of December 31, 1996, which includes 30,000 shares which may be exercisable in the next 60 days from a director's option he holds of record and 5,576 shares he holds of record. David T. Morgenthaler may be deemed to own beneficially 603,840 shares of the Company's Common Stock as of December 31, 1996, which includes 15,333 shares he holds of record. Robert D. Pavey may be deemed to own beneficially 592,689 shares of the Company's Common Stock as of December 31, 1996, which includes 6,505 shares he holds of record. Gary J. Morgenthaler may be deemed to own beneficially 585,845 shares of the Company's Common Stock as of December 31, 1996, which includes 1,787 shares he holds of record. Paul S. Brentlinger may be deemed to own beneficially 581,270 shares of the Company's Common Stock as of December 31, 1996, which includes 12,545 shares he holds of record.

MVP II is the record owner of 568,725 shares. MMP II, in its capacity as the general partner of MVP II, may be deemed to own beneficially such 568,725 shares. The General Partners, in their capacities as individual general partners of MVP II, may be deemed to own beneficially such 568,725 shares.

- (b) Percent of Class (based on 15,396,582 shares of Common Stock reported to be outstanding on December 31, 1996):

MVP II: 3.69%
MMP II: 3.69%
David T. Morgenthaler: 3.92%
Robert D. Pavey: 3.85%
Robert C. Bellas, Jr.: 3.93%
Gary J. Morgenthaler: 3.81%
Paul S. Brentlinger: 3.78%

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

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

Robert C. Bellas, Jr.: 5,576 shares and 37,500 option shares, 30,000 are exercisable within 60 days of December 31, 1996.
David T. Morgenthale: 15,333 shares
Robert D. Pavey: 6,505 shares
Paul S. Brentlinger: 12,545 shares
Gary J. Morgenthale: 1,787 shares

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

MVP II: 568,725 shares
MMP II: 568,725 shares
David T. Morgenthale: 588,507 shares
Robert D. Pavey: 586,184 shares
Robert C. Bellas, Jr.: 570,119 shares
Gary J. Morgenthale: 584,058 shares
Paul S. Brentlinger: 568,725 shares

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

Robert C. Bellas, Jr.: 5,576 shares and 37,500 option shares, 30,000 are exercisable within 60 days of December 31, 1996.
David T. Morgenthale: 15,333 shares
Robert D. Pavey: 6,505 shares
Paul S. Brentlinger: 12,545 shares
Gary J. Morgenthale: 1,787 shares

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

MVP II: 568,725 shares
MMP II: 568,725 shares
David T. Morgenthale: 588,507 shares
Robert D. Pavey: 586,184 shares
Robert C. Bellas, Jr.: 570,119 shares
Gary J. Morgenthale: 584,058 shares
Paul S. Brentlinger: 568,725 shares

Each of MVP II and MMP II and each of the General Partners expressly disclaims beneficial ownership of any shares of Common Stock of the Company, except in the case of MVP II, for the 568,725 shares which it holds of record, and in the case of Robert C. Bellas, for the 30,000 shares which may be exercisable in the next 60 days from a director's options he holds of record, and the 5,576 shares he hold of record; in the case of David T. Morgenthale for the 15,333 shares he hold of record; in the case of Robert D. Pavey for the 6,505 shares he holds of record; in the case of Gary J. Morgenthale for the 1,787 shares he holds of record; and in the case of Paul S. Brentlinger for the 12,545 shares he holds of record.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

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.

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. MVP II, MMP II and each of the General Partners expressly disclaim membership in a "group" as defined in Rule 13d-1 (b) (ii) (h).

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

Item 10. CERTIFICATION.

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b).

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Vical Incorporated
Schedule 13G
Information included in report as of 12/31/96.

Footnotes

- (1) Amount includes 4,449 shares owned by Morgenthaler Associates (MA). The reporting person is a general partner of MA.
- (2) Amount includes 15,333 shares owned by Morgenthaler Family Partnership (MFP). The reporting person is a general partner of MFP.
- (3) Amount includes 13,010 shares owned by Pavey Family Partnership (PFP). The reporting person is a general partner of PFP.
- (4) Amount includes 1,394 shares owned by Bellas Family Partnership (BFP). The reporting person is a general partner of BFP.
- (5) Robert C. Bellas, Jr. has received grants for a total of 37,500 shares of Common Stock, 30,000 shares are exercisable within 60 days of December 31, 1996 and are included in the amount.

SIGNATURES

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

Date: February 13, 1997

MORGENTHALER VENTURE PARTNERS II

By: Morgenthaler Management Partners II
By: *

General Partner

MORGENTHALER MANAGEMENT PARTNERS II

By: *

General Partner

*

David T. Morgenthaler

*

Robert D. Pavey

*

Robert C. Bellas, Jr.

*

Gary J. Morgenthaler

*

Paul S. Brentlinger

*By: /s/ Theodore A. Laufik

Theodore A. Laufik
Attorney-in-Fact