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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 30, 2006

**VICAL INCORPORATED**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**000-21088**  
(Commission  
File Number)

**93-0948554**  
(I.R.S. Employer  
Identification No.)

**10390 Pacific Center Court**  
**San Diego, California**  
(Address of principal executive offices)

**92121-4340**  
(Zip Code)

Registrant's telephone number, including area code: (858) 646-1100

**Not Applicable.**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 30, 2006, the Board of Directors approved a modification to our existing severance arrangements with Jill M. Church, our Vice President, Chief Financial Officer and Secretary, and David C. Kaslow, our Chief Scientific Officer, pursuant to which the severance arrangements will be automatically renewed for successive 1-year terms beginning on the date that the severance arrangements would otherwise have expired. We may terminate the automatic renewal of the severance arrangements by providing written notice to Ms. Church or Dr. Kaslow at least 30 days prior to the next scheduled expiration date.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On March 30, 2006, M. Blake Ingle, Ph.D. advised us that he did not intend to stand for re-election as a director of the Company at our 2006 Annual Meeting of Stockholders. Dr. Ingle will continue to serve as a director until the date of the Annual Meeting.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 31, 2006

**VICAL INCORPORATED**

By: /s/ JILL M. CHURCH

Jill M. Church

Vice President, Chief Financial Officer and Secretary