

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Dow Alan E. (Last) (First) (Middle) 9373 Towne Centre Drive, Suite 100 (Street) San Diego, CA 92121-3088 (City) (State) (Zip)			Vical Incorporated-VICL			<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <u>Vice President & General Counsel</u> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 1/28/03			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5. If Amendment, Date of Original (Month/Day/Year)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$3.11	1/28/03		A	7,812		1/27/13		Common Stock, \$.01 par value	7,812		7,812	D	
Nonstatutory Stock Option (right to buy)	\$3.11	1/28/03		A	17,188		1/27/13		Common Stock, \$.01 par value	17,188		17,188	D	

Explanation of Responses:

(1) The right to exercise the above stock options generally vests 25% on the first anniversary date of the grant, with the remaining rights vesting quarterly over the remaining three years.

By: /s/ Glen E. Medwid 1/29/03
(via Power of Attorney) Date
**Signature of Reporting Person

**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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POWER OF ATTORNEY

BE IT KNOWN TO ALL BY THESE PRESENT:

WHEREAS, Vical Incorporated (the "Company") has registered a class of its equity securities under the Securities Exchange Act of 1934, as amended, and may effect sales of its securities from time to time hereafter an officer or director of the Company, and as such may be required or permitted by either Act to execute or file reports, statements, and other documents with the Commission, and as such may be required or permitted by either Act to execute or file reports, statements, and other documents with the Commission, NOW, THEREFORE, the undersigned hereby constitutes and appoints Martha J. Demski, Glen E. Medwid and Vijay B. Samant, or any of them, his attorney for his and in his name, place and stead, to sign in WITNESS WHEREOF, the undersigned has hereunto set his name this 22nd day of November, 2002.

By: /s/ Alan E. Dow
Signature