FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

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

1. Name and Address of Reporting Person*		r Name and Ticker or T	Frading S	ymbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Rolland Alain P.	V ICai I	ncorporateu-vice			Director10% Owner					
(Last) (First) (Middle)	3. I.R.S	. Identification Number	4. Sta	ntement for	X Officer (give title below)Other (specify below)					
		orting Person,		th/Day/Year	Vice President - Product Development					
9373 Towne Centre Drive, Suite 100	ir an en	tity (voluntary)	1/28/	03	Vice Fresident - Froduct Development					
(Street)	1			Amendment,	7. Individual or Joint/Group Filing (Check Applicable Line)					
				of Original	X Form filed by One Reporting Person					
San Diego, CA 92121- 3088			(Mor	nth/Day/Year)	Form filed by More than One Reporting Person					
(City) (State) (Zip)		Table I — No	on-Deriva	ative Securitie	s Acquired, Disposed of, or Beneficially Owned					
1. Title of Security 2. Trans- 2A. Deemed 3.		4. Securities Acquired	(A) or Di				Nature of Indirect			
	ion	(Instr. 3, 4 & 5)					Beneficial Ownership			
Date Date, Co							(Instr. 4)			
	str. 8)				Owned Follow-	or Indirect (I)				
Year) (Month/Day/	ode V	Amount	(A)			(Instr. 4)				
Year)			or		(Instr. 3 & 4)					
			(D)							

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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)

			_		_	_			-				
Conver-	3.	3A.	4.	Number of Derivative						8. Price of	Number of	10.	Nature
sion or	Trans-	Deemed	Trans-	Securities Acquired (A) or		Exercisable of Underlying		Derivative	Derivative	Owner-	of Indirect		
Exercise	action	Execution	action	Disposed of (D)		and Expiration Securities			Security	Securities	ship	Beneficial	
Price of	Date	Date,	Code			Date		(Instr. 3 & 4)		(Instr. 5)	Beneficially	Form	Ownership
Derivative		if any		(Instr. 3, 4 & 5)				i i			Owned	of	(Instr. 4)
Security			(Instr.			Year)					Following	Deriv-	
1			8)								Reported	ative	
	rear)	rear)	CodeV	(A)	(D)	Date	Expira-	Title	Amount	1	Transaction(s)	Security:	
						Exer-	tion		or		(Instr. 4)	Direct	
									Number			(D)	
									of			or	
									Shares			Indirect	
												(I)	
												(Instr. 4)	
\$3.11	1/28/03		A	8 050 (1)			1/27/13	Common	8,050		8,050	D	
				.,				Stock, \$.01					
								par value					
\$3.11	1/28/03		A	11 950 (1)			1/27/13	Common	11,950		11,950	D	
				11,750				Stock, \$.01					
l	l			1		l		,		1	1		
	Exercise Price of Derivative Security	sion or Trans- Exercise Date Date Derivative Security When the Security Sall 1/28/03	Trans- Deemed	2. Conversion or Transaction Execution action Date Date, Date Security Date (Instruction) Demondation Exercises (Instruction) Date (Instruction) Demondation Exercises (Instruction) Date (Instruction) Dat	sion or Trans- Securities Acquired Exercise Price of Date Date Derivative Security Page 1	3. Number of Derivative 5. Number of Der	2. Conversion or 3	Trans- Securities Acquired (A) or Exercisable Exercise Ex	2. Conver- sion or Trans- sion or Executionaction Drive of Derivative Drive of Derivative Security Day Veur S3.11 1/28/03 A 4. S. Number of Derivative Executionaction Disposed of (D) Date (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Month/Day Year) Code V (A) (D) Date Exercisable Date Execution Date Execution Date Exercisable On Date Instr. 3 & 4 Expira- Exercisable Date Expira- Exercisable Date Date Expira- Exercisable Date Date Expira- Exercisable Date Expira- Exercisable Date Date Date Expira- Exercisable Date Date Expira- Exercisable Date Date Expira- Exercisable Date Date Expira- Exercisable Date Expira- Exercisable Date Expira- Exercisable Date Date Expira- Exercisable Date Expira- Exercisable Date Date Expira- Exercisable Date Expira- Exercisable Date Exercisable Date Date Expira- Exercisable Date Expira- Exercisable Date Exercisable	2. Conversion or 3. 3. 3. 5. 5. Number of Derivative 5. Number of Derivative 6. Date 7. Title and Amount of Underlying and Execution and Expertain and Expertain and Expertain and Expertain and Expertain and Expertain (Instr. 3, 4 & 5) 5. Number of Derivative 6. Date 7. Title and Amount of Underlying and Expiration 5. Date 6. D	2. Conversion or Trans Same 4.	2. Conver- sion or Trans- texercise and Executing and Experimentation part of the properties of the pr	Security Pearly Veary Trans- Exercise Date Exercise Date Date Execution action Date Date Date Date Date Date Date Date

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

By: /s/ <u>Glen E. Medwid</u> (via Power of Attorney) **Signature of Reporting Person

1/29/03 Date

**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 WHEREAS, the undersigned is and may be 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, statem NOW, THEREFORE, the undersigned hereby constitutes and appoints Martha J. Demski, Glen E. Medwid and Alan E. Dow, or any of them, his attorney for his and in his name, place and stead, to sign an IN WITNESS WHEREOF, the undersigned has hereunto set his name this 6th day of August, 2002.

By: /s/ Alain P. Rolland Signature

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly \ast If the form is filed by more than one reporting person, see Instruction 4(b)(v).