

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

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: .05

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)			
<b>Rolland Alain P.</b> (Last) (First) (Middle) <b>9373 Towne Centre Drive, Suite 100</b> (Street) <b>San Diego, CA 92121-3088</b> (City) (State) (Zip)		<b>Vical Incorporated-VICL</b>		Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>Vice President - Product Development</b>			
		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year			
				1/28/03			
		5. If Amendment, Date of Original (Month/Day/Year)		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			
<b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D)	Price		

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

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) (Instr. 3, 4 & 5)	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$3.11	1/28/03		A	8,050 <sup>(1)</sup>	1/27/13		Common Stock, \$0.01 par value	8,050	8,050	D		
Nonstatutory Stock Option (right to buy)	\$3.11	1/28/03		A	11,950 <sup>(1)</sup>	1/27/13		Common Stock, \$0.01	11,950	11,950	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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 Alan E. Dow, or any of them, his attorney for his and in his name, place and stead, to sign any and all documents, reports, statements, and other documents which may be required or permitted by either Act to execute or file reports, statements, and other documents with the Commission, IN WITNESS WHEREOF, the undersigned has hereunto set his name this 6th day of August, 2002.

By: /s/ Alain P. Rolland  
Signature