

WILSON JAMES N
Form SC 13G/A
February 15, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Corcept Therapeutics Incorporated
(Name of Issuer)

Common Stock
(Title of Class of Securities)

218352102
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of This Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 disclosures provided in a prior cover page. The information required on 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 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).

CUSIP No. 218352102

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

JAMES N. WILSON

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization USA

5 Sole Voting Power

Number of

shares **6** 3,394,989 Shared Voting Power

beneficially

owned by **7** -0- Sole Dispositive Power
each

reporting

person **8** 3,394,989 Shared Dispositive Power
with:

-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,394,989

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10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..

11 Percent of Class Represented by Amount in Row (9)

4.7%

12 Type of Reporting Person (See Instructions)

IN

Item 1

(a) Name of Issuer:

Corcept Therapeutics Incorporated

(b) Address of Issuer's Principal Executive Offices:

149 Commonwealth Drive, Menlo Park, California 94025

Item 2

(a) Name of Person Filing:

James N. Wilson

(b) Address of Principal Business Office or, if none, Residence:

149 Commonwealth Drive, Menlo Park, California 94025

(c) Citizenship:

USA

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

218352102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), 13d-2(b) or 13d-2(c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G);

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- (h) " A savings association, as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
3,394,989 shares

(b) Percent of class:
4.7%

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

- (i) Sole power to vote or to direct the vote 3,394,989 shares
- (ii) Shared power to vote or to direct the vote -0-
- (iii) Sole power to dispose or to direct the disposition of 3,394,989 shares
- (iv) Shared power to dispose or to direct the disposition of -0-

Item 5. Ownership of Five Percent or Less of a Class.

If 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, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Includes 951,774 shares held of record by the James and Pamela Wilson Family Partners and 2,074,511 shares held of record by the James N. Wilson and Pamela D. Wilson Trust. Mr. Wilson disclaims beneficial ownership of such shares, except to the extent of his pecuniary interests therein. Mr. Wilson's beneficial interest also includes 17,652 shares that may be acquired by the James and Pamela Wilson Family Partners within 60 days of December 31, 2010 pursuant to a warrant, and 351,052 shares issuable pursuant to an option exercisable within 60 days of December 31, 2010.

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.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.
Not Applicable.

