

CORCEPT THERAPEUTICS INC
 Form 4
 October 21, 2009

FORM 4

**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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COOK JOSEPH C JR

(Last) (First) (Middle)

C/O CORCEPT THERAPEUTICS
 INCORPORATED, 149
 COMMONWEALTH DRIVE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**CORCEPT THERAPEUTICS INC
 [CORT]**

3. Date of Earliest Transaction
 (Month/Day/Year)
10/16/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 304,600 | D | |
| Common Stock | | | | | 1,130,000 | I ⁽¹⁾ | By Farview Mgmt Co. |
| Common Stock | 10/16/2009 | | P | | 209,791 ⁽²⁾ | A | \$ 1.38 703,984 ⁽³⁾ |
| Common Stock | 10/16/2009 | | P | | 174,826 ⁽²⁾ | A | \$ 1.38 414,826 |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock option (right to buy) | \$ 7 | | | | | <u>(4)</u> | 04/17/2012 | Common Stock | 50,000 |
| Stock Option (right to buy) | \$ 7 | | | | | <u>(5)</u> | 11/23/2013 | Common Stock | 25,000 |
| Stock option (right to buy) | \$ 2.7 | | | | | <u>(6)</u> | 12/19/2017 | Common Stock | 15,000 |
| Warrants | \$ 2.77 | | | | | 03/25/2008 | 03/24/2015 | Common Stock | 31,570 |
| Stock Option (right to buy) | \$ 2.23 | | | | | <u>(8)</u> | 06/10/2018 | Common Stock | 15,000 |
| Warrants | \$ 2.77 | | | | | 03/25/2008 | 03/24/2015 | Common Stock | 14,402 |
| Warrants | \$ 2.77 | | | | | 03/25/2008 | 03/24/2015 | Common Stock | 25,649 |
| Stock option (right to buy) | \$ 0.96 | | | | | <u>(9)</u> | 06/11/2019 | Common Stock | 30,000 |

buy)

| | | | | | | | | |
|----------|---------|------------|---|---------------|------------|------------|-----------------|--------|
| Warrants | \$ 1.66 | 10/16/2009 | P | 73,427 (2) | 10/16/2009 | 10/16/2012 | Common Stock | 73,427 |
| Warrants | \$ 1.66 | 10/16/2009 | P | 61,190 (2) | 10/16/2009 | 10/16/2012 | Common Stock | 61,190 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COOK JOSEPH C JR C/O CORCEPT THERAPEUTICS INCORPORATED 149 COMMONWEALTH DRIVE MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Joseph K. Belanoff, CEO of Corcept Therapeutics Incorporated
attorney-in-fact

10/21/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are held by Farview Management Co., LLP, of which the reporting person is a general partner.
- (2) Acquired from the issuer pursuant to a Securities Purchase Agreement dated October 12, 2009.
- (3) Does not include 350,000 shares of which Mr. Cook disclaims any beneficial ownership interest.
- (4) Immediately exercisable subject to a right of repurchase by Corcept Therapeutics Incorporated that shall lapse at the rate of 20% of the total option shares on 4/17/2003 and an additional 1.67% of the total option shares on each monthly anniversary of 4/17/2003 thereafter.
- (5) Immediately exercisable subject to a right of repurchase by Corcept Therapeutics Incorporated that shall lapse at the rate of 20% of the total option shares on 11/23/2004 and an additional 1.67% of the total option shares on each monthly anniversary of 11/23/2004 thereafter.
- (6) Exercisable with respect to 8.3334% of the total option shares on each monthly anniversary of June 11, 2007 so that the entirety of the option grant will vest within one year.
- (7) Does not include 13,995 warrants of which Mr. Cook disclaims any beneficial ownership interest.
- (8) Exercisable with respect to 8.3334% of the total option shares on each monthly anniversary of June 10, 2008 so that the entirety of the option grant will vest within one year.
- (9) Exercisable with respect to 8.3334% of the total option shares on each monthly anniversary of June 11, 2009 so that the entirety of the option grant will vest on or before the date of Corcept's next Annual Meeting of Stockholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.