

COOK JOSEPH C JR
Form 4
February 10, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2009

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

C/O CORCEPT THERAPEUTICS
INCORPORATED, 149
COMMONWEALTH DRIVE

(Street)

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

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

MENLO PARK, CA 94025

(City) (State) (Zip)

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)		
Common Stock					304,600	I	By Joint Account		
Common Stock	02/06/2009		P	134,762 (1)	\$ 0.687	A	1,130,000	I (2)	By Farview Mgmt Co.
Common Stock					193,993	I			By GRAT
Common Stock	02/06/2009		P	295,400 (1)	\$ 0.687	A	295,400	I	By Joint Account

Common Stock 02/06/2009 P 240,000 A \$ 0.687 240,000 D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 7					(3) 04/17/2012	Common Stock	50,000	
Stock Option (right to buy)	\$ 7					(4) 11/23/2013	Common Stock	25,000	
Stock option (right to buy)	\$ 2.7					(5) 12/19/2017	Common Stock	15,000	
Warrants	\$ 2.77					03/25/2008 03/24/2015	Common Stock	88,261	
Stock Option (right to buy)	\$ 2.23					(6) 06/10/2018	Common Stock	15,000	
Warrants	\$ 2.77	02/06/2009		P	31,570 (1)	03/25/2008 03/24/2015	Common Stock	31,570	
Warrants	\$ 2.77	02/06/2009		P	14,402 (1)	03/25/2008 03/24/2015	Common Stock	14,402	

Warrants	\$ 2.77	02/06/2009	P	25,649 <u>(1)</u>	03/25/2008	03/24/2015	Common Stock	25,649
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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

02/10/2009

__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).

- Purchased as part of a unit in a transaction between private parties as purchasers and Paperboy Ventures LLC as the seller. Each unit consists of one share of common stock and 10.69% warrant coverage and was purchased at a price of \$0.70. The unit price has been allocated between the common stock and the warrant as follows: \$0.687 per share of common stock and \$0.013 for the warrant to purchase 10.69% of a share of common stock (representing a warrant purchase price of \$0.125 for a warrant to purchase one share of common stock).
- (1) These securities are held by Farview Management Co., LLP, of which the reporting person is a general partner.
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) 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.
 - (6)

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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