

CORCEPT THERAPEUTICS INC
 Form 4
 November 13, 2008

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

(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)
11/11/2008

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock					484,600	I	By Joint Account	
Common Stock					995,238	I ⁽¹⁾	By Farview Mgmt Co.	
Common Stock	11/11/2008		A		17,471 ⁽²⁾	A	\$ 1.45 193,993	By GRAT

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)	8. Pr Deri Secu (Inst	
				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 Sotck	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK JOSEPH C JR C/O CORCEPT THERAPEUTICS INCORPORATED	X			

149 COMMONWEALTH DRIVE
MENLO PARK, CA 94025

Signatures

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

11/13/2008

__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.
Acquired from the issuer pursuant to the Amendment to Registration Rights Agreement dated November 11, 2008 in full satisfaction of
- (2) cash liquidated damages owed under the Registration Rights Agreement dated as of March 14, 2008. The shares of common stock were valued at \$1.45 per share, the closing market price of the common stock on the NASDAQ Capital Market on November 11, 2008.
- (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 4/17/2003 and an additional 1.67% of the total option shares on each monthly anniversary of 4/17/2003 thereafter.
- (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 11/23/2004 and an additional 1.67% of the total option shares on each monthly anniversary of 11/23/2004 thereafter.
- (5) 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.
- (6) 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.

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.