

Shapiro David
Form 4
May 20, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shapiro David

(Last) (First) (Middle)

C/O INTERCEPT
PHARMACEUTICALS, INC., 18
DESBROSSES STREET

(Street)

NEW YORK, NY 10013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

INTERCEPT
PHARMACEUTICALS INC [ICPT]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
CMO and EVP - Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common stock	05/15/2013		M ⁽¹⁾		3,254	A	\$ 10.4001	8,318	D
Common stock	05/15/2013		S ⁽¹⁾		16	D	\$ 30.7	8,302	D
Common stock	05/15/2013		S ⁽¹⁾		50	D	\$ 30.98	8,252	D
Common stock	05/15/2013		S ⁽¹⁾		30	D	\$ 30.99	8,222	D
	05/15/2013		S ⁽¹⁾		20	D	\$ 31.11	8,202	D

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Common stock							
Common stock	05/15/2013	<u>S(1)</u>	90	D	\$ 31.1236	8,112	D
Common stock	05/15/2013	<u>S(1)</u>	500	D	\$ 31.13	7,612	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.14	7,512	D
Common stock	05/15/2013	<u>S(1)</u>	200	D	\$ 31.19	7,312	D
Common stock	05/15/2013	<u>S(1)</u>	90	D	\$ 31.2283	7,222	D
Common stock	05/15/2013	<u>S(1)</u>	10	D	\$ 31.27	7,212	D
Common stock	05/15/2013	<u>S(1)</u>	120	D	\$ 31.2867	7,092	D
Common stock	05/15/2013	<u>S(1)</u>	838	D	\$ 31.35	6,254	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.37	6,154	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.39	6,054	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.399	5,954	D
Common stock	05/15/2013	<u>S(1)</u>	10	D	\$ 31.46	5,944	D
Common stock	05/15/2013	<u>S(1)</u>	80	D	\$ 31.5	5,864	D
Common stock	05/15/2013	<u>S(1)</u>	200	D	\$ 31.54	5,664	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.56	5,564	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.58	5,464	D
Common stock	05/15/2013	<u>S(1)</u>	300	D	\$ 31.6953	5,164	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.74	5,064	D
Common stock	05/16/2013	<u>M(1)</u>	496	A	\$ 10.4001	5,560	D
	05/16/2013	<u>S(1)</u>	465	D	\$ 31.2	5,095	D

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Common
stock

Common stock	05/16/2013	S ⁽¹⁾	435	D	\$ 31.22	4,660	D
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Common stock	05/16/2013	S ⁽¹⁾	662	D	\$ 31.2201	3,998	D
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Common stock	05/16/2013	S ⁽¹⁾	100	D	\$ 31.26	3,898	D
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Common stock	05/16/2013	S ⁽¹⁾	100	D	\$ 31.3	3,798	D
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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)	8. D S (I
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		

Options to Purchase Common Stock	\$ 10.4001	05/15/2013		M ⁽¹⁾		3,254	⁽²⁾	04/01/2018	Common stock	3,254
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Options to Purchase Common Stock	\$ 10.4001	05/16/2013		M ⁽¹⁾		496	⁽²⁾	04/01/2018	Common stock	496
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Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Shapiro David
C/O INTERCEPT PHARMACEUTICALS, INC.
18 DESBROSSES STREET
NEW YORK, NY 10013

CMO and EVP - Development

Signatures

/s/ Bryan Yoon, as
attorney-in-fact

05/20/2013

__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) The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 20, 2013.
- (2) All shares underlying this option have vested.

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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