DURECT CORP
Form 4
February 07, 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 burden hours per response... | 0.5 |

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>HOGAN MATTHEW J | 2. Issuer Name **and** Ticker or Trading Symbol<br>**DURECT CORP [DRRX]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)        (First)        (Middle)<br>10260 BUBB ROAD | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/05/2013 | (Check all applicable)<br>_____ Director        _____ 10% Owner<br>__X__ Officer (give title _____ Other (specify below)                             below)<br>Chief Financial Officer |
| (Street)<br>CUPERTINO, CA 95014 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

| (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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Ar Underlying Se (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | | |
| Incentive Stock Option (right to buy) | $ 1.21 | 02/05/2013 | | A | | 64,688 | | 05/05/2013[(1)] | 02/05/2023 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | $ 1.21 | 02/05/2013 | | A | | 50,312 | | 05/05/2013[(1)] | 02/05/2023 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | $ 1.21 | 02/05/2013 | | A | | 19,984 | | 05/05/2013[(2)] | 02/05/2023 | Common Stock | | |
| Non-Qualified Stock Option (right to buy) | $ 1.21 | 02/05/2013 | | A | | 66,902 | | 02/05/2013[(3)] | 02/05/2023 | Common Stock | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
| --- | --- | --- | --- | --- |
| | Director | 10% Owner | Officer | Other |
| HOGAN MATTHEW J 10260 BUBB ROAD CUPERTINO, CA 95014 | | | Chief Financial Officer | |

# Signatures

| Matthew J. Hogan | 02/07/2013 |
| --- | --- |
| **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)   ISO/NQ Grants Dated February 5, 2013 combined will vest as follows: one-sixteenth (1/16) of the total shares subject to the option shall vest quarterly over four (4) years following the Grant Date.

(2)   This Grant Dated February 5, 2013 will vest as follows: one-fourth (1/4) of the total shares subject to the option shall vest quarterly over one (1) year following the Grant Date.

(3)   100% of the total shares of this Grant Dated February 5, 2013 shall vest on the Grant Date.

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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