

STERN JULIAN N
Form 4
November 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
STERN JULIAN N

(Last) (First) (Middle)

C/O DEPOMED, INC., 1360
O'BRIEN DRIVE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEPOMED INC [DEPO]

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2008

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)
				(A) or (D) Code V Amount Price			
Common Stock	11/25/2008		P	6,400 A \$ 1,435	110,663	I	By Trust
Common Stock	11/25/2008		P	200 A \$ 1.43	110,863	I	By Trust
Common Stock	11/25/2008		P	2,500 A \$ 1.395	113,363	I	By Trust
Common Stock	11/25/2008		P	700 A \$ 1.39	114,063	I	By Trust
Common Stock	11/25/2008		P	100 A \$ 1.565	114,163	I	By Trust

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Common Stock	11/25/2008	P	1,000	A	\$ 1.56	115,163	I	By Trust
Common Stock	11/25/2008	P	500	A	\$ 1.545	115,663	I	By Trust
Common Stock	11/25/2008	P	1,900	A	\$ 1.525	117,563	I	By Trust
Common Stock	11/25/2008	P	200	A	\$ 1.505	117,763	I	By Trust
Common Stock	11/25/2008	P	800	A	\$ 1.52	118,563	I	By Trust
Common Stock	11/25/2008	P	100	A	\$ 1.485	118,663	I	By Trust
Common Stock	11/25/2008	P	200	A	\$ 1.48	118,863	I	By Trust
Common Stock	11/25/2008	P	1,100	A	\$ 1.44	119,963	I	By Trust
Common Stock	11/25/2008	P	2,800	A	\$ 1.445	122,763	I	By Trust
Common Stock	11/25/2008	P	700	A	\$ 1.425	123,463	I	By Trust
Common Stock	11/25/2008	P	2,900	A	\$ 1.405	126,363	I	By Trust
Common Stock	11/25/2008	P	300	A	\$ 1.4	126,663	I	By Trust
Common Stock	11/25/2008	P	1,100	A	\$ 1.38	127,763	I	By Trust
Common Stock	11/25/2008	P	300	A	\$ 1.47	128,063	I	By Trust
Common Stock	11/25/2008	P	300	A	\$ 1.46	128,363	I	By Trust
Common Stock	11/25/2008	P	300	A	\$ 1.44	128,663	I	By Trust
Common Stock	11/25/2008	P	2,400	A	\$ 1.43	131,063	I	By Trust
Common Stock	11/25/2008	P	300	A	\$ 1.42	131,363	I	By Trust
Common Stock	11/25/2008	P	300	A	\$ 1.4	131,663	I	By Trust
Common Stock	11/25/2008	P	570	A	\$ 1.39	132,233	I	By Trust
	11/25/2008	P	800	A	\$ 1.38	133,033	I	By Trust

Common
Stock

Common Stock 11/25/2008 P 200 A \$ 1.37 133,233 I By Trust

Common Stock 11/25/2008 P 100 A \$ 1.39 133,333 I By Trust

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERN JULIAN N C/O DEPOMED, INC. 1360 O'BRIEN DRIVE MENLO PARK, CA 94025	X			

Signatures

/s/ Julian N. Stern 11/26/2008

**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).

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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