

Gosling Matthew M
 Form 4
 August 13, 2009

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 *
 Gosling Matthew M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1360 O'BRIEN DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/11/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel

MENLO PARK, CA 94025

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

(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)
				(A) or (D)	Price		
Common Stock	08/11/2009		S	6,700 (1) D	\$ 3.68	6,024	D
Common Stock	08/11/2009		S	100 (1) D	\$ 3.66	5,924	D
Common Stock	08/11/2009		S	5,924 (1) D	\$ 3.644	0	D
Common Stock	08/11/2009		M	2,500 A	\$ 1.98	2,500	D
Common Stock	08/11/2009		S	2,500 D	\$ 3.6704	0	D

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Common Stock	08/11/2009	M	5,000	A	\$ 1.98	5,000	D
Common Stock	08/11/2009	S	5,000	D	\$ 3.6802	0	D
Common Stock	08/11/2009	M	5,000	A	\$ 1.98	5,000	D
Common Stock	08/11/2009	S	5,000	D	\$ 3.6702	0	D
Common Stock	08/11/2009	M	2,500	A	\$ 1.98	2,500	D
Common Stock	08/11/2009	S	2,500	D	\$ 3.67	0	D

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. Amount or Number of Shares
Stock Option	\$ 1.98	08/11/2009		M	2,500	(2) 08/24/2017	Common Stock	2,500
Stock Option	\$ 1.98	08/11/2009		M	5,000	(2) 08/24/2017	Common Stock	5,000
Stock Option	\$ 1.98	08/11/2009		M	5,000	(2) 08/24/2017	Common Stock	5,000
Stock Option	\$ 1.98	08/11/2009		M	2,500	(2) 08/24/2017	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gosling Matthew M 1360 O'BRIEN DRIVE MENLO PARK, CA 94025			VP, General Counsel	

Signatures

/s/ Matthew M.
Gosling 08/13/2009

**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).

(1) Shares were initially purchased under Depomed, Inc.'s 2004 Employee Stock Purchase Plan.

Exercisable on August 24, 2008 with respect to 50% of the number of shares covered by such option and monthly thereafter with respect to 4.166% of the number of shares covered by such option beginning on September 24, 2008 and on the 24th day of each of the eleven months thereafter.

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.