

Shapiro David
Form 4
April 11, 2013

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 *
Shapiro David

2. Issuer Name and Ticker or Trading Symbol
INTERCEPT
PHARMACEUTICALS INC [ICPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2013

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

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

(Street)

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

NEW YORK, NY 10013

(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 or Price		
Common stock	04/09/2013		M ⁽¹⁾		3,750 A \$ 10.4001	D	
Common stock	04/09/2013		S ⁽¹⁾		50 D \$ 33.86	D	
Common stock	04/09/2013		S ⁽¹⁾		200 D \$ 34.25	D	
Common stock	04/09/2013		S ⁽¹⁾		100 D \$ 34.29	D	
	04/09/2013		S ⁽¹⁾		300 D \$ 34.3	D	

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Common stock							
Common stock	04/09/2013	S ⁽¹⁾	300	D	\$ 34.31	2,800	D
Common stock	04/09/2013	S ⁽¹⁾	100	D	\$ 34.32	2,700	D
Common stock	04/09/2013	S ⁽¹⁾	100	D	\$ 34.3268	2,600	D
Common stock	04/09/2013	S ⁽¹⁾	200	D	\$ 34.35	2,400	D
Common stock	04/09/2013	S ⁽¹⁾	200	D	\$ 34.375	2,200	D
Common stock	04/09/2013	S ⁽¹⁾	100	D	\$ 34.38	2,100	D
Common stock	04/09/2013	S ⁽¹⁾	2,100	D	\$ 34.5	0	D
Common stock	04/09/2013	M	8,113 <u>(3)</u>	A	<u>(2)</u>	8,113	D
Common stock	04/09/2013	F ⁽⁴⁾	3,049	D	\$ 34.57	5,064	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(2)</u>	04/09/2013		M	8,113 <u>(3)</u>	<u>(3)</u>	<u>(3)</u>	Common stock	8,113

Options to
Purchase
Common
Stock \$ 10.4001 04/09/2012 M⁽¹⁾ 3,750 (5) 04/01/2018 Common
stock 3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 04/11/2013

 **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) Conversion of restricted stock units ("RSUs") to shares of common stock on a one-for-one basis.
On November 16, 2012, the reporting person was granted 25,961 RSUs. The RSUs reported as having been disposed and the corresponding shares reported as having been acquired, representing 31.25% of the shares underlying the RSUs, became vested on April 9, 2013, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remainder of the shares originally underlying the RSUs will vest pro rata on a quarterly basis from April 1, 2013 through January 1, 2016, subject to the terms and conditions of the award and the 2012 Plan.
- (4) Net share settlement of RSUs to cover tax withholding obligations.
- (5) 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. 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.