

DURECT CORP
Form 4
May 18, 2006

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 *
THEEUWES FELIX

(Last) (First) (Middle)

2 RESULTS WAY

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DURECT CORP [DRRX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2006

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)
Chairman and CSO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/16/2006		M		65,500	A	\$ 1.58
							1,915,501
							I
							by Trust ⁽¹⁾
Common Stock	05/16/2006		M		7,050	A	\$ 1.58
							1,922,551
							I
							by Trust ⁽¹⁾
Common Stock	05/16/2006		M		32,750	A	\$ 1.58
							1,955,301
							I
							by Trust ⁽¹⁾
Common Stock	05/16/2006		M		11,750	A	\$ 1.58
							1,967,051
							I
							by Trust ⁽¹⁾
Common Stock	05/16/2006		M		7,050	A	\$ 1.58
							1,974,101
							I
							by Trust ⁽¹⁾

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Common Stock	05/16/2006		M	9,400	A	\$ 1.58	1,983,501	I	by Trust ⁽¹⁾
Common Stock							11,000	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 Security (Instr. 3 and 4)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 1.58	05/16/2006		M	65,500	02/10/2004	02/10/2013	Common Stock	65
Incentive Stock Option (right to buy)	\$ 1.58	05/16/2006		M	7,050	02/10/2004	02/10/2013	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 1.58	05/16/2006		M	32,750	02/10/2004	02/10/2013	Common Stock	32
Non-Qualified Stock Option (right to buy)	\$ 1.58	05/16/2006		M	11,750	02/10/2004	02/10/2013	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 1.58	05/16/2006		M	7,050	02/10/2004	02/10/2013	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 1.58	05/16/2006		M	9,400	02/10/2004	02/10/2013	Common Stock	9,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THEEUWES FELIX 2 RESULTS WAY CUPERTINO, CA 95014	X			Chairman and CSO

Signatures

Felix Theeuwes 05/18/2006

 Signature of Date
Reporting Person

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) Held by Felix and Marie-Therese Theeuwes Family Trust U/A/D 06/15/1989.

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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