

Shapiro David
Form 4
May 20, 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)
05/15/2013

___ 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	(A) or (D)	Price
Common stock	05/15/2013		M ⁽¹⁾		3,254	A	\$ 10.4001
Common stock	05/15/2013		S ⁽¹⁾		16	D	\$ 30.7
Common stock	05/15/2013		S ⁽¹⁾		50	D	\$ 30.98
Common stock	05/15/2013		S ⁽¹⁾		30	D	\$ 30.99
Common stock	05/15/2013		S ⁽¹⁾		20	D	\$ 31.11

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Common stock							
Common stock	05/15/2013	<u>S(1)</u>	90	D	\$ 31.1236	8,112	D
Common stock	05/15/2013	<u>S(1)</u>	500	D	\$ 31.13	7,612	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.14	7,512	D
Common stock	05/15/2013	<u>S(1)</u>	200	D	\$ 31.19	7,312	D
Common stock	05/15/2013	<u>S(1)</u>	90	D	\$ 31.2283	7,222	D
Common stock	05/15/2013	<u>S(1)</u>	10	D	\$ 31.27	7,212	D
Common stock	05/15/2013	<u>S(1)</u>	120	D	\$ 31.2867	7,092	D
Common stock	05/15/2013	<u>S(1)</u>	838	D	\$ 31.35	6,254	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.37	6,154	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.39	6,054	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.399	5,954	D
Common stock	05/15/2013	<u>S(1)</u>	10	D	\$ 31.46	5,944	D
Common stock	05/15/2013	<u>S(1)</u>	80	D	\$ 31.5	5,864	D
Common stock	05/15/2013	<u>S(1)</u>	200	D	\$ 31.54	5,664	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.56	5,564	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.58	5,464	D
Common stock	05/15/2013	<u>S(1)</u>	300	D	\$ 31.6953	5,164	D
Common stock	05/15/2013	<u>S(1)</u>	100	D	\$ 31.74	5,064	D
Common stock	05/16/2013	<u>M(1)</u>	496	A	\$ 10.4001	5,560	D
	05/16/2013	<u>S(1)</u>	465	D	\$ 31.2	5,095	D

Common stock								
Common stock	05/16/2013		S ⁽¹⁾	435	D	\$ 31.22	4,660	D
Common stock	05/16/2013		S ⁽¹⁾	662	D	\$ 31.2201	3,998	D
Common stock	05/16/2013		S ⁽¹⁾	100	D	\$ 31.26	3,898	D
Common stock	05/16/2013		S ⁽¹⁾	100	D	\$ 31.3	3,798	D

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

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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 (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 (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
Options to Purchase Common Stock	\$ 10.4001	05/15/2013		M ⁽¹⁾	3,254	⁽²⁾ 04/01/2018	Common stock	3,254
Options to Purchase Common Stock	\$ 10.4001	05/16/2013		M ⁽¹⁾	496	⁽²⁾ 04/01/2018	Common stock	496

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

05/20/2013

__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) 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.

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