

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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## 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common stock	04/09/2013		M <sup>(1)</sup>	A	\$ 3,750	D	
Common stock	04/09/2013		S <sup>(1)</sup>	D	\$ 33.86	D	
Common stock	04/09/2013		S <sup>(1)</sup>	D	\$ 34.25	D	
Common stock	04/09/2013		S <sup>(1)</sup>	D	\$ 34.29	D	
Common stock	04/09/2013		S <sup>(1)</sup>	D	\$ 34.3	D	

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Common stock							
Common stock	04/09/2013	S <sup>(1)</sup>	300	D	\$ 34.31	2,800	D
Common stock	04/09/2013	S <sup>(1)</sup>	100	D	\$ 34.32	2,700	D
Common stock	04/09/2013	S <sup>(1)</sup>	100	D	\$ 34.3268	2,600	D
Common stock	04/09/2013	S <sup>(1)</sup>	200	D	\$ 34.35	2,400	D
Common stock	04/09/2013	S <sup>(1)</sup>	200	D	\$ 34.375	2,200	D
Common stock	04/09/2013	S <sup>(1)</sup>	100	D	\$ 34.38	2,100	D
Common stock	04/09/2013	S <sup>(1)</sup>	2,100	D	\$ 34.5	0	D
Common stock	04/09/2013	M	8,113 (3)	A	(2)	8,113	D
Common stock	04/09/2013	F <sup>(4)</sup>	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	(2)	04/09/2013		M	8,113 (3)	(3)	(3)	Common stock	8,113

