

WILLIAMS NICOLE  
Form 4  
November 20, 2012

**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 \*  
WILLIAMS NICOLE

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)  
07/31/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)**



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month anniversary of the Vesting Start Date starting from May 9, 2013 through August 9, 2014, subject to the terms and conditions of the award and the 2012 Plan.

(3) 12.5% of the shares underlying this option vested as of November 16, 2012, the date of grant, and the remainder of the shares underlying this option will vest pro rata on a monthly basis starting from December 9, 2012 through August 9, 2014, subject to the terms and conditions of the award and the 2012 Plan.

(4) Not applicable.

(5) This transaction is being reported on Form 4 solely for the purposes of reporting the transactions that occurred within six months of the first transaction by the reporting person giving rise to the filing of this report on Form 4, in compliance with Rule 16a-2(a) promulgated under the Exchange Act.

(6) 29.0% of the shares underlying this option vested on July 31, 2012, the date of grant, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2003 Stock Incentive Plan, as amended (the "2003 Plan"). The remainder of the shares originally underlying the option vest pro rata on a monthly basis starting from September 1, 2012 until January 1, 2014, subject to the terms and conditions of the award and the 2003 Plan.

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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