Duncan Barbara Gayle Form 4 May 22, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Duncan Barbara Gayle

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

INTERCEPT PHARMACEUTICALS INC [ICPT]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

05/20/2013

Other (specify X_ Officer (give title below)

C/O INTERCEPT PHARMACEUTICALS, INC., 18

DESBROSSES STREET

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

D

(Street)

05/20/2013

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10013

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 05/20/2013 \$ 21.5 D M 4,327 Α 11,141 stock (1) Common 05/20/2013 23,873 35,014 D M 8.6667 stock (1) Common S 05/20/2013 D 28,000 \$ 34.5 7,014 D stock (1) Common 100 05/20/2013 S D \$ 34.5 6,914 D stock (1)

100

D

\$ 34.5

6,814

S

(e.g., puts, calls, warrants, options, convertible securities)

Common stock (1)

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

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock (1)	\$ 21.5	05/20/2013		M	4,327	<u>(2)</u>	11/16/2022	Common stock	4,327
Options to Purchase Common	\$ 8.6667	05/20/2013		M	23,873	(3)	08/16/2020	Common stock	23,873

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Duncan Barbara Gayle C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET NEW YORK, NY 10013

Chief Financial Officer

Signatures

Stock (1)

/s/ Bryan Yoon, as attorney-in-fact 05/22/2013

**Signature of Reporting Person Date

Reporting Owners 2

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) 2.0833% of shares originally underlying the option vest on a monthly basis through January 1, 2016, subject to the terms and conditions of the award and the Issuer's 2012 Equity Incentive Plan.
- (3) 2.0833% of shares originally underlying the option vest on a monthly basis through December 31, 2013, subject to the terms and conditions of the award and the Issuer's 2003 Stock Incentive Plan.

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.