

Miksztal Andrew  
Form 3  
January 03, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Miksztal Andrew                           |         | (Month/Day/Year)                     | DURECT CORP [DRRX]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 01/01/2006                           |  |  |
| 10240 BUBB ROAD                           |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>VP Pharmaceutical R&D |  |
| CUPERTINO, CA 95014                       |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 6,145  | D   |  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|  |                           |            |                 | Shares |           | (I)<br>(Instr. 5) |   |
|--|---------------------------|------------|-----------------|--------|-----------|-------------------|---|
| Incentive Stock Option<br>(right to buy)     | 06/26/2003 <sup>(1)</sup> | 02/10/2013 | Common<br>Stock | 12,825 | \$ 1.58   | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 02/10/2004 <sup>(2)</sup> | 02/10/2013 | Common<br>Stock | 12,825 | \$ 1.58   | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 02/27/2005 <sup>(2)</sup> | 02/27/2014 | Common<br>Stock | 28,000 | \$ 2.51   | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 12/17/2005 <sup>(3)</sup> | 12/17/2014 | Common<br>Stock | 26,497 | \$ 3.2    | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 09/05/2001 <sup>(2)</sup> | 09/05/2010 | Common<br>Stock | 8,000  | \$ 6      | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 02/11/2003 <sup>(2)</sup> | 02/11/2012 | Common<br>Stock | 16,000 | \$ 9.19   | D                 | Â |
| Incentive Stock Option<br>(right to buy)     | 01/02/2002 <sup>(2)</sup> | 01/02/2011 | Common<br>Stock | 10,000 | \$ 11.125 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | 12/17/2005 <sup>(3)</sup> | 12/17/2014 | Common<br>Stock | 3,503  | \$ 3.2    | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Miksztal Andrew<br>10240 BUBB ROAD<br>CUPERTINO, CA 95014 | Â             | Â         | Â VP<br>Pharmaceutical<br>R&D | Â     |

## Signatures

Andrew Miksztal 01/03/2006

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Shares subject to this option will begin vesting on June 26, 2003 and will vest as follows: (i) 20 percent on June 26, 2003, (ii) 10 percent on 12/31/2003, (iii) 7.5 percent on 2/10/2006, (iv) 12.5 percent on 2/10/2007, (v) 12.5 percent on 2/10/2008, (vi) 12.5 percent on 2/10/2009, (vii) 12.5 percent on 2/10/2010, and (viii) 12.5 percent on 2/10/2011.
- (2) Vesting Commencement Date. Vests at the rate of 1/4 of the underlying securities will vest on each 12-month anniversary of the Grant Date.
  - (3) NQ/ISO Grants Dated December 17, 2004 combined will vest as follows: 1/4 of the underlying securities will vest on each 12-month anniversary of the Grant Date.

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.