Sweeney Michael MD Form 4 February 11, 2013

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Sweeney Michael MD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

DEPOMED INC [DEPO]

(Month/Day/Year)

(Middle)

3. Date of Earliest Transaction

10% Owner

7999 GATEWAY BOULEVARD,

(Street)

(State)

(Month/Day/Year)

(First)

(Month/Day/Year) 02/07/2013

Director X_ Officer (give title Other (specify below) below)

CMO and VP, R&D

(Check all applicable)

SUITE 300

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEWARK, CA 94560

(Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (T) Following (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4)

(Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

7. Nature of

Ownership

(Instr. 4)

Indirect

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	02/07/2013		A		28,500		(2)	(2)	Common Stock	28,500
Stock Option	\$ 6.77	02/07/2013		A		53,500		<u>(3)</u>	02/07/2023	Common Stock	53,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Sweeney Michael MD

7999 GATEWAY BOULEVARD, SUITE 300 CMO and VP, R&D

NEWARK, CA 94560

Signatures

/s/ Michael Sweeney, M.D. 02/11/2013

**Signature of Reporting 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) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- These restricted stock units are scheduled to vest 25% on December 1, 2013, 25% on December 1, 2014, 25% on December 1, 2015, and 25% on December 1, 2016, assuming continued employment through the applicable vesting date.
- (3) These stock options are exercisable in 48 equal monthly installments.

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.

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