

Adorini Luciano
Form 4
November 20, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Adorini Luciano

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)

C/O INTERCEPT
PHARMACEUTICALS, INC., 18
DESBROSSES ST.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Scientific Officer

NEW YORK, NY 10013

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	11/16/2012	(4)	A		10,384		(2)	(2)	Common Stock	10,384
Options to Purchase Common Stock	\$ 21.5	11/16/2012	(4)	A		6,923		(3)	11/16/2022	Common Stock	6,923

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adorini Luciano C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES ST. NEW YORK, NY 10013			Chief Scientific Officer	

Signatures

/s/ Barbara Duncan, as
Attorney-in-fact

11/20/2012

__Signature of Reporting Person

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.

31.25% of the shares underlying the restricted stock units, representing the shares that would have vested on a quarterly basis from January 1, 2012 until March 31, 2013, will vest on April 9, 2013, subject to the terms and conditions of the award and the Intercept

(2) Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remainder of the shares originally underlying the restricted stock units will vest pro rata on a quarterly basis from April 1, 2013 through January 1, 2016, subject to the terms and conditions of the award and the 2012 Plan.

25% of the shares underlying this option will vest on January 1, 2013, and the remainder of the shares originally underlying this option
(3) will vest pro rata on a monthly basis starting from February 1, 2013 through January 1, 2016, subject to the terms and conditions of the award and the 2012 Plan.

(4) Not applicable.

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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