

THEEUWES FELIX
Form 4
May 11, 2012

FORM 4

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

OMB APPROVAL

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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 *
THEEUWES FELIX

2. Issuer Name and Ticker or Trading Symbol
DURECT CORP [DRRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10260 BUBB ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2012

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

CUPERTINO, CA 95014

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

(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 or Price | | |
| Common Stock | 05/09/2012 | | P | | \$ 0.7422 | 1,992,791 | I by Trust (1) |
| Common Stock | 05/09/2012 | | P | | \$ 0.743 | 1,993,491 | I by Trust (1) |
| Common Stock | 05/09/2012 | | P | | \$ 0.7431 | 1,993,591 | I by Trust (1) |
| Common Stock | 05/09/2012 | | P | | \$ 0.7468 | 1,993,691 | I by Trust (1) |
| Common Stock | 05/09/2012 | | P | | \$ 0.7479 | 1,997,391 | I by Trust (1) |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------|-----------|---|------------------------|
| Common Stock | 05/09/2012 | | P | 600 | A | \$ 0.7485 | 1,997,991 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 3,000 | A | \$ 0.749 | 2,000,991 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 400 | A | \$ 0.7495 | 2,001,391 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 17,757 | A | \$ 0.75 | 2,019,148 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 919 | A | \$ 0.7501 | 2,020,067 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 2,274 | A | \$ 0.7502 | 2,022,341 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 100 | A | \$ 0.7503 | 2,022,441 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 600 | A | \$ 0.7504 | 2,023,041 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 267 | A | \$ 0.7505 | 2,023,308 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 433 | A | \$ 0.755 | 2,023,741 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 800 | A | \$ 0.7559 | 2,024,541 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 5,000 | A | \$ 0.7563 | 2,029,541 | I | by Trust <u>(1)</u> |
| Common Stock | 05/09/2012 | | P | 8,833 | A | \$ 0.76 | 2,038,374 | I | by Trust <u>(1)</u> |
| Common Stock | | | | | | | 11,000 | D | |

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 (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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THEEUWES FELIX 10260 BUBB ROAD CUPERTINO, CA 95014 | X | | Chairman and CSO | |

Signatures

| | |
|------------------------------------|------------|
| Felix Theeuwes | 05/10/2012 |
| **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) Held by Felix and Marie-Therese Theeuwes Family Trust U/A/D 06/15/1989.

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.