FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB	APPROVAL
CIVID	ALLINOVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subje	ct to
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(h)	

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name **and** Ticker or Trading Symbol

1. Name and Address of Reporting Person*  GAITHER JAMES C				uer Name <b>and</b> Tick RCEPT THE					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner				
(Last) (First) 755 PAGE MILL ROAD,	(Middle) SUITE A-200			te of Earliest Transa 9/2004	action (N	Month/	/Day/Year)		Officer (give title Other (specify below) below)				
(Street) PALO ALTO CA	94304100		4. If A	mendment, Date of	f Origina	al Filed	d (Month/Day/`	⁄ear)	Line	ndividual or Joint/Gro e) X Form filed by C Form filed by N Person	One Reporting F	Person	
(City) (State)	(Zip)												
	Table I - No	on-Deriva	tive	Securities Acc	quired	l, Dis				y Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/	- 1	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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock		04/19/20	004		С		3,603	A	(1)	3,603	D		
Common Stock		04/19/20	004		С		2,595	A	(1)	6,198	D		
Common Stock		04/19/20	004		С		5,276	A	(2)	11,474	D		
Common Stock		04/19/20	004		С		29,131	A	(2)	40,605	D		
Common Stock		04/19/20	004		С		8,019	A	(1)	8,019	I	By Ltd Partnership (SHAI) <sup>(3)</sup>	
Common Stock		04/19/20	004		С		1,228	A	(2)	9,247	I	By Ltd Partnership (SHAI) <sup>(3)</sup>	
Common Stock		04/19/20	004		С		5,775	A	(1)	15,022	I	By Ltd Partnership (SHAI) <sup>(3)</sup>	
Common Stock		04/19/20	004		С		7,400	A	(2)	22,422	I	By Ltd Partnership (SHAI) <sup>(3)</sup>	
Common Stock		04/19/20	004		С		20,304	A	(1)	20,304	I	By Ltd Partnership (SHQP) <sup>(4)</sup>	
Common Stock		04/19/20	004		С		3,109	A	(2)	23,413	I	By Ltd Partnership (SHQP) <sup>(4)</sup>	
Common Stock		04/19/20	004		С		14,619	A	(1)	38,032	I	By Ltd Partnership (SHQP) <sup>(4)</sup>	
Common Stock		04/19/20	004		С		18,736	A	(2)	56,768	I	By Ltd Partnership (SHQP) <sup>(4)</sup>	
Common Stock		04/19/20	004		С		791,586	A	(1)	791,586	I	By Ltd Partnership (SHV) <sup>(5)</sup>	
Common Stock		04/19/20	004		С		121,780	A	(2)	913,366	I	By Ltd Partnership (SHV) <sup>(5)</sup>	
Common Stock		04/19/20	004		С		569,940	A	(1)	1,483,306	I	By Ltd Partnership (SHV) <sup>(5)</sup>	
Common Stock		04/19/20	004		С		732,882	A	(2)	2,216,188	I	By Ltd Partnership (SHV) <sup>(5)</sup>	

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 Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Series A Preferred Stock	\$0.0000(1)	04/19/2004		С			1,201	(6)	(7)	Common Stock	3,603	(1)	0	D	
Series A Preferred Stock	\$0.0000(1)	04/19/2004		С			2,673	(6)	(7)	Common Stock	8,019	(1)	0	I	By Ltd Partnership (SHAI) <sup>(3)</sup>
Series A Preferred Stock	\$0.0000(1)	04/19/2004		С			6,768	(6)	(7)	Common Stock	20,304	(1)	0	I	By Ltd Partnership (SHQP) <sup>(4)</sup>
Series A Preferred Stock	\$0.0000(1)	04/19/2004		С			263,862	(6)	(7)	Common Stock	791,586	(1)	0	I	By Ltd Partnership (SHV) <sup>(5)</sup>
Series B Preferred Stock	\$0.0000(1)	04/19/2004		С			865	(6)	(7)	Common Stock	2,595	(1)	0	D	
Series B Preferred Stock	\$0.0000(1)	04/19/2004		С			1,925	(6)	(7)	Common Stock	5,775	(1)	0	I	By Ltd Partnership (SHAI) <sup>(3)</sup>
Series B Preferred Stock	\$0.0000(1)	04/19/2004		С			4,873	(6)	(7)	Common Stock	14,619	(1)	0	I	By Ltd Partnership (SHQP) <sup>(4)</sup>
Series B Preferred Stock	\$0.0000(1)	04/19/2004		С			189,980	(6)	(7)	Common Stock	569,940	(1)	0	I	By Ltd Partnership (SHV) <sup>(5)</sup>
Series BB Preferred Stock	\$0.0000(2)	04/19/2004		С			5,276	(6)	(7)	Common Stock	5,276	(2)	0	D	
Series BB Preferred Stock	\$0.0000(2)	04/19/2004		С			1,228	(6)	(7)	Common Stock	1,228	(2)	0	I	By Ltd Partnership (SHAI) <sup>(3)</sup>
Series BB Preferred Stock	\$0.0000(2)	04/19/2004		С			3,109	(6)	(7)	Common Stock	3,109	(2)	0	I	By Ltd Partnership (SHQP) <sup>(4)</sup>
Series BB Preferred Stock	\$0.0000(2)	04/19/2004		С			121,780	(6)	(7)	Common Stock	121,780	(2)	0	I	By Ltd Partnership (SHV) <sup>(5)</sup>
Series C Preferred Stock	\$0.0000(2)	04/19/2004		С			29,131	(6)	(7)	Common Stock	29,131	(2)	0	D	
Series C Preferred Stock	\$0.0000(2)	04/19/2004		С			7,400	(6)	(7)	Common Stock	7,400	(2)	0	I	By Ltd Partnership (SHAI) <sup>(3)</sup>
Series C Preferred Stock	\$0.0000(2)	04/19/2004		С			18,736	(6)	(7)	Common Stock	18,736	(2)	0	I	By Ltd Partnership (SHQP) <sup>(4)</sup>
Series C Preferred Stock	\$0.0000(2)	04/19/2004		С			732,882	(6)	(7)	Common Stock	732,882	(2)	0	I	By Ltd Partnership (SHV) <sup>(5)</sup>

## Explanation of Responses:

- $1. \ Each \ preferred \ share \ is \ convertible \ without \ consideration \ into \ three \ (3) \ shares \ of \ common \ stock.$
- $2. \ Each \ preferred \ share \ is \ convertible \ without \ consideration \ into \ one \ (1) \ share \ of \ common \ stock.$
- 3. Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
- 4. Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
- 5. Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General Partner of Sutter Hill Ventures, A California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
- 6. Immediately.
- 7. Not applicable.

By: Robert Yin, by power of attorney

04/19/2004

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Know all by these presents, that the undersigned hereby authorizes David E. Sweet, Robert Yin, Patricia Tom, David L. Anderson, G. Leonard Baker, Jr., Tench Coxe, Gregory P. Sands, James N. White, or William H. Younger, Jr. to execute for and on behalf of the undersigned Forms 3, 4, and 5, and any Amendments thereto for Corcept Therapeutics, Incorporated ("the Company"), and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such a capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

In witness whereof, the undersigned has caused this Power of Attorney to be executed as of this 13th day of April, 2004.

/s/ James C. Gaither