

NEUROCRINE BIOSCIENCES INC  
 Form 4  
 January 15, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GORMAN KEVIN CHARLES**

2. Issuer Name and Ticker or Trading Symbol  
**NEUROCRINE BIOSCIENCES INC [NBIX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**NEUROCRINE BIOSCIENCES, INC., 12780 EL CAMINO REAL**

(Street)

**SAN DIEGO, CA 92130**

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/13/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

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

**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 Ownership (Instr. 4) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)  | Price            |
| Common Stock                    | 01/13/2009                           |  | S <sup>(1)</sup>               | 9,195   | D   | 3,3729   | 82,802                                     | D <sup>(3)</sup> |
|                                 |                                      |  |                                |   |   |  |  | \$<br>(2)        |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| GORMAN KEVIN CHARLES<br>NEUROCRINE BIOSCIENCES, INC.<br>12780 EL CAMINO REAL<br>SAN DIEGO, CA 92130 | X             |           | President & CEO |       |

## Signatures

Margaret E. Valeur-Jensen, By Power of Attorney 01/15/2009

\*\*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) Sale of 9,195 shares of common stock issued upon vesting of 21,000 restricted stock units on January 11, 2009 to cover payroll and withholding taxes, with the balance of the shares (11,805) maintained by the Reporting Person; the sale was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 plan adopted by the Reporting Person and delivered to the broker on March 22, 2007.
- (2) Represents a weighted average sales price per share. The prices actually received ranged from \$3.29 to \$3.49. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) 68,140 non-derivative securities are held directly by Reporting Person; 14,662 non-derivative securities are held indirectly by the KCG Limited Liability Company.

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.