

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**
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ISSUER

CORGENTECH INC

CIK: **1131517** | IRS No.: **770503399** | State of Incorporation: **DE**
SIC: **2834** Pharmaceutical preparations

Mailing Address

650 GATEWAY BOULEVARD
SOUTH SAN FRANCISCO CA
94080

Business Address

650 GATEWAY BOULEVARD
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SOUTH SAN FRANCISCO CA
94080
6506249600

REPORTING OWNER

MCLAUGHLIN JOHN PETER

CIK: **1277967**
Type: **4** | Act: **34** | File No.: **000-50573** | Film No.: **05791530**

Business Address

CORGENTECH INC.
650 GATEWAY BOULEVARD
SOUTH SAN FRANCISCO CA
94080
650-924-9600

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

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. Name and Address of Reporting Person MCLAUGHLIN JOHN PETER			2. Issuer Name and Ticker or Trading Symbol CORGENTECH INC [CGTK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O CORGENTECH INC., 650 GATEWAY BOULEVARD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SOUTH SAN FRANCISCO, CA 94080								
(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	(A) or (D)	Price			
Common Stock								249,603	D	
Common Stock								25,000	I	The John P. McLaughlin 2005 Grantor Retained Annuity Trust est. 3/23/05
Common Stock								25,000	I	The Susan McLaughlin 2005 Grantor Retained Annuity Trust est. 3/23/05
Common Stock								6,250	I	The John P. McLaughlin Grantor Retained Annuity Trust
Common Stock								6,250	I	The Susan McLaughlin Grantor Retained Annuity Trust

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	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	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Day/ Year	(D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)
			Code	V	(A)	(D)						
Common Stock (Right to Buy)	\$2.25	04/28/2005	<u>A</u>		100,000	04/28/2005 ^(L)	04/27/2015	Common Stock	100,000	\$2.25	100,000	D

Explanation of Responses:

1. Option is exercisable immediately. Shares subject to the option vest according to the following schedule: The shares vest in 48 equal increments monthly over 4 years beginning on May 28, 2005.

Signatures

Patrick Broderick as Attorney in Fact for John P. McLaughlin

** Signature of Reporting Person

04/28/2005

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.