

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-01-28**  
SEC Accession No. [0001041885-13-000016](#)

(HTML Version on [secdatabase.com](#))

SUBJECT COMPANY

**DEPOMED INC**

CIK:[1005201](#) | IRS No.: [943229046](#) | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: [005-53683](#) | Film No.: [13550274](#)  
SIC: **2834** Pharmaceutical preparations

Mailing Address  
*1360 O'BRIEN DRIVE  
MENLO PARK CA 94025*

Business Address  
*1360 O'BRIEN DRIVE  
MENLO PARK CA 94025  
6504625900*

FILED BY

**INGALLS & SNYDER LLC**

CIK:[1041885](#) | IRS No.: [135156620](#) | State of Incorporation: **NY** | Fiscal Year End: **0930**  
Type: **SC 13G/A**

Mailing Address  
*61 BROADWAY  
NEW YORK NY 10006*

Business Address  
*61 BROADWAY  
C/O INGALLS & SNYDER  
NEW YORK NY 10006  
2122697812*

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

DEPOMED, INC

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

249908104

-----  
(CUSIP Number)

12/31/2012

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ X / Rule 13d-1(b)  
/ / Rule 13d-1(c)  
/ / Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

INGALLS & SNYDER, LLC  
13-5156620

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2. Check the Appropriate Box if a Member of a Group  
(a)

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(b)

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3. SEC Use Only
- 

4. Citizenship or Place of Organization

New York

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Number of Shares Beneficially Owned by Each Reporting Person With:

5.	Sole Voting Power	0
6.	Shared Voting Power	0
7.	Sole Dispositive Power	0
8.	Shared Dispositive	4,516,750

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,516,750

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

8.1%  
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12. Type of Reporting Person

BD, IA  
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Item 1.

(a) Name of Issuer

DEPOMED, INC.  
-----

(b) Address of Issuer's Principal Executive Offices

1360 O'BRIEN DRIVE  
MENLO PARK, CA 94025  
-----

Item 2.

(a) Name of Persons Filing

INGALLS & SNYDER, LLC  
-----

(b) Address of Principal Business Office or, if none,  
Residence

61 BROADWAY, NEW YORK, NY 10006  
-----

(c) Citizenship

NEW YORK  
-----

(d) Title of Class of Securities

COMMON STOCK

-----  
(e) CUSIP Number

249908104  
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Item 3. This statement is filed pursuant to Rule 13d-1(b), and the Person Filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);

Item 4. Ownership

(a) Amount beneficially owned: 4,516,750

(b) Percent of Class: 8.1%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

4,516,750

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Ingalls & Snyder, LLC ("I&S") is a registered broker dealer and a registered investment advisor. Shares reported under shared dispositive power include shares held in accounts managed under investment advisory contracts.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 25, 2013

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Date

INGALLS & SNYDER, LLC

By: /s/ Thomas O. Boucher, Jr.  
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Thomas O. Boucher, Jr.  
Manager