

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form 8-K

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**Current Report**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**January 9, 2009**  
**Date of Report (Date of earliest event reported)**

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## DURECT CORPORATION

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-31615**  
(Commission File Number)

**94-3297098**  
(I.R.S. Employer  
Identification No.)

**2 Results Way**  
**Cupertino, CA 95014**  
(Address of principal executive offices) (Zip code)

**(408) 777-1417**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The following sets forth a summary of the compensation for fiscal year 2009 approved on January 9, 2009 by the Compensation Committee of DURECT Corporation ("the Company") for the Company's Chief Executive Officer, the Chief Financial Officer, and the other named executive officers of the Company for whom compensation disclosure was required in the Company's most recent proxy statement filed with the Securities and Exchange Commission.

| <b>Name and Position</b>  | <b>Fiscal year<br/>2009 Base Salary</b> | <b>Bonus Awarded for<br/>Performance in 2008</b> | <b>Number of Shares<br/>subject to option grant (1)</b> |
|---|---|--|---|
| James E. Brown, D.V.M.,<br>President & Chief Executive Officer                                  | \$ 461,965.14                           | \$ 24,456.98                                     | 210,000   |
| Felix Theeuwes, D. Sc.,<br>Chairman & Chief Scientific Officer                                  | \$ 473,660.46                           | \$ 25,076.14                                     | 210,000   |
| Matthew J. Hogan,<br>Chief Financial Officer  | \$ 283,588.03                           | \$ 12,874.73                                     | 125,000   |
| Su Il Yum, Ph.D.,<br>Executive Vice President, Pharmaceutical<br>Systems Research & Development | \$ 307,632.00                           | \$ 14,476.80                                     | 140,000   |
| Peter Langecker, M.D., Ph.D.,<br>Chief Medical Officer  | \$ 333,033.29                           | \$ 12,733.63                                     | 125,000   |

Notes:

- (1) The option will be granted by the Compensation Committee at the same time as stock options will be granted to non-officer employees. The exercise price per share of such option grant will be the closing price of the Company's common stock on the NASDAQ Global Market on the date of grant. The vesting associated with the option is as follows: one fourth (1/4) of the total shares subject to such option shall vest on the one-year anniversary of the date of grant, and one sixteenth (1/16) of the total shares subject to the option shall vest quarterly over three (3) years following the one-year anniversary.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **DURECT Corporation**

Date: January 15, 2009

By: /s/ James E. Brown

James E. Brown

President and Chief Executive Officer