

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

<div>1. Name and Address of Reporting Person*</div> <div>J P MORGAN PARTNERS SBIC LLC</div> <div>(Last) (First) (Middle)</div> <div>J.P. MORGAN PARTNERS</div> <div>1221 AVENUE OF THE AMERICAS 40TH FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10020</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>CORGENTECH INC [CGTK]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>02/18/2004</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director X 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person X</div> <div>Form filed by More than One Reporting Person</div>
---	---	---

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	02/18/2004		C		3,680,369	A	\$0	3,680,369	D	
Common Stock	02/18/2004		C		492,559	A	\$0	492,559	I	See footnote ⁽¹⁾
Common Stock	02/18/2004		C		71,296	A	\$0	71,296	I	See footnote ⁽²⁾
Common Stock	02/18/2004		C		248,680	A	\$0	248,680	I	See footnote ⁽³⁾
Common Stock	02/18/2004		C		27,759	A	\$0	27,759	I	See footnote ⁽⁴⁾

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) (Instr. 4)	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				
Option (right to buy)	\$1.2							(5)	12/03/2012	Common Stock	40,000		40,000	I	See footnote ⁽⁵⁾
Series B-1 Preferred Stock	(6)	02/18/2004		C			694,444	02/11/2004	(7)	Common Stock	694,444	\$0	0	D	
Series C Preferred Stock	(6)	02/18/2004		C			2,985,925	02/11/2004	(7)	Common Stock	2,985,925	\$0	0	D	
Series C Preferred Stock	(6)	02/18/2004		C			492,559	02/11/2004	(7)	Common Stock	492,559	\$0	0	I	See footnote ⁽¹⁾
Series C Preferred Stock	(6)	02/18/2004		C			71,296	02/11/2004	(7)	Common Stock	71,296	\$0	0	I	See footnote ⁽²⁾
Series C Preferred Stock	(6)	02/18/2004		C			248,680	02/11/2004	(7)	Common Stock	248,680	\$0	0	I	See footnote ⁽³⁾
Series C Preferred Stock	(6)	02/18/2004		C			27,759	02/11/2004	(7)	Common Stock	27,759	\$0	0	I	See footnote ⁽⁴⁾
Series C Preferred Stock Warrant (right to buy)	\$7.4	02/18/2004		X			362,267	02/11/2004	(8)	Series C Preferred Stock	194,718	\$0	0	D	
Series C Preferred Stock Warrant (right to buy)	\$7.4	02/18/2004		X			54,802	02/11/2004	(8)	Series C Preferred Stock	29,456	\$0	0	I	See footnote ⁽¹⁾

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) (Instr. 4)	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				
Series C Preferred Stock Warrant (right to buy)	\$7.4	02/18/2004		X			8,420	02/11/2004	(8)	Series C Preferred Stock	4,525	\$0	0	I	See footnote ⁽²⁾
Series C Preferred Stock Warrant (right to buy)	\$7.4	02/18/2004		X			27,513	02/11/2004	(8)	Series C Preferred Stock	14,788	\$0	0	I	See footnote ⁽³⁾
Series C Preferred Stock Warrant (right to buy)	\$7.4	02/18/2004		X			3,076	02/11/2004	(8)	Series C Preferred Stock	1,653	\$0	0	I	See footnote ⁽⁴⁾
Series C Preferred Stock	(6)	02/18/2004		X		194,718		02/11/2004	(7)	Common Stock	194,718	\$0	0	D	
Series C Preferred Stock	(6)	02/18/2004		X		29,456		02/11/2004	(7)	Common Stock	29,456	\$0	0	I	See footnote ⁽¹⁾
Series C Preferred Stock	(6)	02/18/2004		X		4,525		02/11/2004	(7)	Common Stock	4,525	\$0	0	I	See footnote ⁽²⁾
Series C Preferred Stock	(6)	02/18/2004		X		14,788		02/11/2004	(7)	Common Stock	14,788	\$0	0	I	See footnote ⁽³⁾
Series C Preferred Stock	(6)	02/18/2004		X		1,653		02/11/2004	(7)	Common Stock	1,653	\$0	0	I	See footnote ⁽⁴⁾

1. Name and Address of Reporting Person*

J P MORGAN PARTNERS SBIC LLC

(Last)

(First)

(Middle)

J.P. MORGAN PARTNERS

1221 AVENUE OF THE AMERICAS 40TH FLOOR

(Street)

NEW YORK

NY

10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

JP MORGAN PARTNERS BHCA LP

(Last)

(First)

(Middle)

J.P. MORGAN PARTNERS

1221 AVENUE OF THE AMERICAS 40TH FLOOR

(Street)

NEW YORK

NY

10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

JPMP MASTER FUND MANAGER L P

(Last)

(First)

(Middle)

JP MORGAN PARTNERS LLC

1221 AVENUE OF THE AMERICAS 40TH FLOOR

(Street)

NEW YORK

NY

10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

JPMP CAPITAL CORP

(Last)

(First)

(Middle)

C/O J.P. MORGAN PARTNERS, LLC
1221 AVENUE OF THE AMERICAS 40TH FLOOR

(Street)
NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[J P MORGAN CHASE & CO](#)

(Last) (First) (Middle)
270 PARK AVE
39TH FL

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[JP MORGAN PARTNERS GLOBAL INVESTORS LP](#)

(Last) (First) (Middle)
1221 AVENUE OF THE AMERICAS
40TH FLOOR

(Street)
NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[J P MORGAN PARTNERS GLOBAL INVESTORS A LP](#)

(Last) (First) (Middle)
1221 AVENUE OF THE AMERICAS
40TH FLOOR

(Street)
NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN LP](#)

(Last) (First) (Middle)
C/O J P MORGAN PARTNERS
1221 AVENUE OF THE AMERICAS 40TH FL

(Street)
NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN II LP](#)

(Last) (First) (Middle)
C/O J P MORGAN PARTNERS
1221 AVENUE OF THE AMERICAS 40TH FL

(Street)
NEW YORK NY 10020

(City) (State) (Zip)

Explanation of Responses:

1. The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P.

- 2. The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P.
- 3. The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. ("Cayman").
- 4. The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("Cayman II").
- 5. These options were granted to Rodney A. Ferguson, a director of the Issuer. Mr. Ferguson is a Managing Director of J.P. Morgan Partners ("SBIC"), LLC ("JPM SBIC"). Mr. Ferguson is obligated to transfer any shares issued under the option to JPM SBIC. The option is immediately exercisable. Shares subject to the option vest monthly over 48 months.
- 6. These shares are convertible on a one for one basis.
- 7. The Series B-1 and Series C Preferred Stock is immediately exercisable. It has no expiration date. Upon the close of the Issuer's initial public offering, these shares were automatically converted into Common Stock of the Issuer.
- 8. The Series C Preferred Stock Warrant was net exercised in connection with the close of the Issuer's initial public offering.

[Rodney A. Ferguson](#)[02/20/2004](#)

** Signature of Reporting PersonDate

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.

Name and Address of Reporting Person ⁽¹⁾	Designated Reporter ⁽¹⁾	Statement for Month/Day/Year	Deemed Execution Date (Month/Day/Year)	Issuer Name, Ticker or Trading Symbol	Title and Amount of Security	Title of Derivative Securities and Title and Amount of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership	Disclaims Pecuniary Interest
J.P. Morgan Partners (BHCA), L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40th Floor New York, NY 10020	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I Row 1	See Table II Rows 1-3, 8 and 13	I	See Explanatory Note 2 below	No
JPMP Master Fund Manager, L.P.c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40th Floor New York, NY 10020	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I Row 1	See Table II Rows 1-3, 8 and 13	I	See Explanatory Note 3 below	No
JPMP Capital Corp. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40th Floor New York, NY 10020	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I	See Table II	I	See Explanatory Note 4 below	No
J.P. Morgan Chase & Co. 270 Park Avenue 35th Floor New York, NY 10017	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I	See Table II	I	See Explanatory Note 5 below	No
J.P. Morgan Partners, Global Investors, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40th Floor New York, New York 10020	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I Row 2	See Table II Rows 4, 9 and 14	D	See Explanatory Note 6 below	
J.P. Morgan Partners, Global Investors A, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40th Floor New York, New York 10020	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I Row 3	See Table II Rows 5, 10 and 15	D	See Explanatory Note 7 below	
J.P. Morgan Partners, Investors Cayman), L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40 th Floor New York, New York 10020	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I Row 4	See Table II Rows 6, 11 and 16	D	See Explanatory Note 8 below	
J.P. Morgan Partners, Global Investors, L.P. (Cayman) II, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40 th Floor New York, New York 10020	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I Row 5	See Table II Rows 7, 12 and 17	D	See Explanatory Note 9 below	
JPMP Global Investors, L.P.c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas-40th Floor	J.P. Morgan Partners (SBIC), LLC	February 18, 2004	N/A	Corgentech Inc. ("CGTK")	See Table I Rows 2-5	See Table II Rows 4-7, 9-12 and 14-17	I	See Explanatory Note 10	No

New York, New York 10020									
-----------------------------	--	--	--	--	--	--	--	--	--

Explanatory Note:

- 1) The Designated Reporter is executing this report on behalf of all Reporting Persons, each of whom has authorized it to do so. Each of the Reporting Persons disclaims beneficial ownership of the Issuer's securities to the extent it exceeds such Person's pecuniary interest.
 - 2) The amounts shown in Table I row 1 and Table II in rows 1-3, 8 and 13 represent the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners (SBIC), LLC ("JPM SBIC"). The Reporting Person is the sole member of JPM SBIC.
 - 3) The amounts shown in Table I row 1 and Table II in rows 1-3, 8 and 13 represent the beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole general partner of J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA"), the sole member of JPM SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA.
 - 4) The amounts shown represent the beneficial ownership of the Issuer's equity securities by (a) JPM SBIC, and (b) J.P. Morgan Partners Global Investors, L.P., J.P. Morgan Partners Global Investors A, L.P., J.P. Morgan Partners Global Investors (Cayman), L.P., and J.P. Morgan Partners Global Investors (Cayman) II, L.P. (the "JPMP Global Entities"), a portion of which may be deemed attributable to the Reporting Person because it is (1) the general partner of JPMP Master Fund Manager, L.P. ("MF Manager"), the general partner of JPM BHCA (the sole member of JPM SBIC) and (2) the general partner of JPMP Global Investors, L.P. which is the general partner of each of the JPMP Global Entities. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA, MF Manager and each of the JPMP Global Entities.
 - 5) The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPM SBIC and the JPMP Global Entities, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of JPMP Capital Corp. and of Chatham Ventures, Inc., the limited partner of JPM BHCA. In addition to the amounts shown in Table II, the Reporting Person may be deemed the beneficial owner of 109,121 shares of Common Stock owned by J.P. Morgan Securities, Inc., an indirect wholly-owned subsidiary of the Reporting Person. The actual pro rata portion of such beneficial ownership that may be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA, MF Manager and the each of the JPMP Global Entities.
 - 6) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P.
 - 7) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P.
 - 8) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. ("Cayman").
 - 9) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("Cayman II").
 - 10) The amounts shown in Table I rows 2-5 and Table II in rows 4-7, 9-12 and 14-17 represent the beneficial ownership of the Issuer's equity securities by the JPMP Global Entities. The Reporting Person is the general partner of each of the JPMP Global Entities.
-