

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
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1. Name and Address of Reporting Person* <u>J P MORGAN PARTNERS SBIC LLC</u> (Last) (First) (Middle) <u>J.P. MORGAN PARTNERS</u> <u>1221 AVENUE OF THE AMERICAS 40TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10020</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORGENTECH INC [CGTK]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	12/15/2005		A		2,144,698 ⁽¹⁾	A	\$0.00 ⁽²⁾	2,886,121	D	
Common Stock	12/15/2005		A		130,596 ⁽¹⁾	A	\$0.00 ⁽²⁾	234,689	I	See footnote ⁽³⁾
Common Stock	12/15/2005		A		20,066 ⁽¹⁾	A	\$0.00 ⁽²⁾	35,134	I	See footnote ⁽⁴⁾
Common Stock	12/15/2005		A		65,565 ⁽¹⁾	A	\$0.00 ⁽²⁾	118,118	I	See footnote ⁽⁵⁾
Common Stock	12/15/2005		A		7,332 ⁽¹⁾	A	\$0.00 ⁽²⁾	13,198	I	See footnote ⁽⁶⁾
Common Stock	12/15/2005		A		44,218 ⁽¹⁾	A	\$0.00 ⁽²⁾	81,769	I	See footnote ⁽⁷⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$4.8						(8)	12/03/2012	Common Stock	10,000 ⁽¹⁾		10,000	I	See footnote ⁽⁸⁾
Option (right to buy)	\$9.76						07/08/2005	06/07/2015	Common Stock	2,500 ⁽¹⁾		2,500	I	See footnote ⁽⁹⁾
Option (right to buy)	\$9.8	12/16/2005		A		50,000	12/16/2005	12/16/2005	Common Stock	50,000	\$0	50,000	I	See footnote ⁽¹⁰⁾

1. Name and Address of Reporting Person* <u>J P MORGAN PARTNERS SBIC LLC</u> (Last) (First) (Middle) <u>J.P. MORGAN PARTNERS</u> <u>1221 AVENUE OF THE AMERICAS 40TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10020</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person*
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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)

C/O JPMORGAN PARTNERS LLC
1221 AVENUE OF THE AMERICAS 40TH FL.

(Street)
NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person*
JPMP CAPITAL CORP

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS
39TH 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 AVENUE

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*
JP MORGAN PARTNERS GLOBAL INVESTORS LP

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
J P MORGAN PARTNERS GLOBAL INVESTORS A LP

(Last) (First) (Middle)

(Street)

(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)

1. Name and Address of Reporting Person*

[JP MORGAN PARTNERS GLOBAL INVESTORS SELLDOWN LLP](#)

(Last)	(First)	(Middle)
1221 AVENUE OF THE AMERICAS		
(Street)		
NEW YORK	NY	10020
(City)	(State)	(Zip)

Explanation of Responses:

1. The number of shares reflects a 1 for 4 reverse stock split effected by the Issuer on December 15, 2005.
2. These shares were issued as consideration pursuant to an Agreement and Plan of Merger dated September 23, 2005 between the Issuer and AlgoRx, Inc. On the effective date of the merger, the closing price of the Issuer's Common Stock was \$9.80 per share (which reflects a 1 for 4 reverse stock-split effected by the Issuer on December 15, 2005, the effective date of the merger). Pursuant to an escrow agreement entered into by the Issuer at the effective time of the merger, 117,564 of the Reporting Person's shares in the aggregate of the Issuer's Common Stock issued pursuant to the merger agreement were placed in an escrow account. Subject to certain indemnification claims, the escrowed shares will be released to the Reporting Persons on or around June 15, 2006.
3. The amount shown, which includes 6,364 shares held in escrow as described in footnote 2 above, represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P. The Reporting Person has no pecuniary interest in such securities.
4. The amount shown, which includes 977 shares held in escrow as described in footnote 2 above, represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P. The Reporting Person has no pecuniary interest in such securities.
5. The amount shown, which includes 3,195 shares held in escrow as described in footnote 2 above, represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. The Reporting Person has no pecuniary interest in such securities.
6. The amount shown, which includes 357 shares held in escrow as described in footnote 2 above, represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman II), L.P. The Reporting Person has no pecuniary interest in such securities.
7. The amount shown, which includes 2,154 shares held in escrow as described in footnote 2 above, represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown), L.P. The Reporting Person has no pecuniary interest in such securities.
8. 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 options to JPM SBIC. The options are immediately exercisable. Shares subject to the option vest monthly over 48 months. The Reporting Person has no pecuniary interest in such securities.
9. These options were granted to Rodney A. Ferguson, a director of the Issuer. Mr. Ferguson is obligated to transfer any shares issued under the options to JPM SBIC. Shares subject to the options vest monthly over 12 months. The Reporting Person has no pecuniary interest in such securities.
10. These options were granted to Rodney A. Ferguson, a director of the Issuer. Mr. Ferguson is obligated to transfer any shares issued under the options to JPM SBIC. One-quarter of these shares are immediately exercisable, the remainder of the shares will vest in equal monthly installments over 48 months. The Reporting Person has no pecuniary interest in such securities.

[J.P. Morgan Partners \(SBIC\),](#)
[LLC /s/ Jeffrey C. Walker,](#) [12/19/2005](#)
[President](#)

** Signature of Reporting Person 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.

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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Row 1	N/A	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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Row 1	N/A	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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I	N/A	I	See Explanatory Note 4 below	No
JPMorgan Chase & Co. 270 Park Avenue 35 th Floor New York, NY 10017	J.P. Morgan Partners (SBIC), LLC	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I	N/A	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-40 th Floor New York, New York 10020	J.P. Morgan Partners (SBIC), LLC	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Row 2	N/A	D		
J.P. Morgan Partners, Global Investors A, 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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Row 3	N/A	D		
J.P. Morgan Partners, Global 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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Row 4	N/A	D		

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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Row 5	N/A	D		
J.P. Morgan Partners Global Investors (Selldown), 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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Row 6	N/A	D		
JPMP Global Investors, 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	December 15, 2005	N/A	Corgentech Inc. ("CGTK")	See Table I Rows 2-6	N/A	I	See Explanatory Note 6	No

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. The Reporting Persons are members of the private equity business unit of JPMorgan Chase & Co., a publicly-traded company.
- 2) The amounts shown in Table I row 1 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 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., J.P. Morgan Partners Global Investors (Cayman) II, L.P., and J.P. Morgan Partners Global Investors (Selldown), 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 I, the Reporting Person may be deemed the beneficial owner of 92,358 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 each of the JPMP Global Entities.
- 6) The amounts shown in Table I rows 2-6 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.