

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
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REPORTING OWNER

Mammen Mathai

CIK: **1421050**

Type: **4** | Act: **34** | File No.: **000-30319** | Film No.: **13528933**

Mailing Address

THERAVANCE, INC.

901 GATEWAY BLVD.

SOUTH SAN FRANCISCO CA

94080

ISSUER

THERAVANCE INC

CIK: **1080014** | IRS No.: **943265960** | State of Incorpor.: **DE** | Fiscal Year End: **1231**

SIC: **2834** Pharmaceutical preparations

Mailing Address

901 GATEWAY BLVD

S. SAN FRANCISCO CA

94080

Business Address

901 GATEWAY BLVD

SOUTH SAN FRANCISCO CA

94080

6508086000

FORM 4

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

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

OMB APPROVAL	
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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 Mammen Mathai			2. Issuer Name and Ticker or Trading Symbol THERAVANCE INC [THRX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Research & Early Clin Dev		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013			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		
THERAVANCE, INC., 901 GATEWAY BLVD.			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	01/11/2013		<u>M</u>		11,855	A	\$3.1	217,783	D	
Common Stock	01/11/2013		<u>M</u>		2,655	A	\$3.1	220,438	D	
Common Stock	12/31/2012		<u>G</u>	<u>V</u>	460	D	\$ 0	219,978	D	

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$3.1	01/11/2013		<u>M</u>		11,855		(1)	01/23/2013	Common Stock	11,855	\$ 0	0	D	
Stock Option (Right to Buy)	\$3.1	01/11/2013		<u>M</u>		2,655		(1)	01/23/2013	Common Stock	2,655	\$ 0	0	D	

Explanation of Responses:

1. Immediately exercisable.

Signatures

Mathai Mammen

** Signature of Reporting Person

01/14/2013

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.