

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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REPORTING OWNER

BLACKBURN BRENT K

CIK: **1238402**

Type: **4** | Act: **34** | File No.: **000-21643** | Film No.: **06514256**

Mailing Address

*3172 PORTER DRIVE
PALO ALTO CA 94034*

Business Address

6503848500

ISSUER

CV THERAPEUTICS INC

CIK: **921506** | IRS No.: **431570294** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address

*3172 PORTER DRIVE
PALO ALTO CA 94304*

Business Address

*3172 PORTER DR
PALO ALTO CA 94304
6503848500*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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 BLACKBURN BRENT K			2. Issuer Name and Ticker or Trading Symbol CV THERAPEUTICS INC [CVTX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SVP, Drug Discovery & Dev		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
3172 PORTER DRIVE (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
PALO ALTO, CA 94304 (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	01/03/2006		M		121	A	\$ 0	10,093	D	
Common Stock	01/03/2006		E		51	D	\$24.76	10,042	D	
Common Stock								1,859.9084	I	By 401(k) (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Stock Appreciation Right	\$ 0	01/03/2006		M		121	01/03/2006 (2)	01/03/2009	Common Stock	121	\$ 0	56,250	D	

Explanation of Responses:

1. Shares held in the Reporting Person's name by the Issuer's 401(k) plan.

2. This award vests in a series of four successive equal annual installments upon Reporting Person's completion of each year of service over the four-year period measured from January 3, 2005.

Signatures

/s/ Tricia Borga Suvari, Attorney-in Fact for : Brent K Blackburn

01/05/2006

** 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.