Edgar Filing: Mammen Mathai - Form 4

Check this box if no longer subject or Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Number: 200 Form 4 or Form 5 Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section nay continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934. Expires: 200 (Print or Type Responses) Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 Issuer Issuer (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer Section 17(a) of the Public Utility Holding Company Act of 1940 Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable) GATEWAY BLVD. O5/20/2013 Director below) Director SVP, Research & Early Clin Dev SOUTH SAN FRANCISCO, CA 94080 (State) (Zip Table I - Non-Derivative Securities Acquired (Instr. 3) 6. Individual or Joint/Group Filing(Check Applicable Line) (City) (State) (Zip Table I - Non-Derivative Securities Acquired (Instr. 3) 6. Ownership 7. Nature of Form. Director (City) (State) (Zip Table I - Non-Derivative Securities Acquired (Instr. 3) 6. Ownership 7. Nature of Form. Director (City) (State) (Zip) Table I - Non-Derivati	Mammen M Form 4											
1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol THERAVANCE INC [THRX] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) THERAVANCE, INC., 901 05/20/2013 Diffect (give title	FORN Check th if no lon subject to Section 1 Form 4 of Form 5 obligation may con <i>See</i> Instr	A 4 UNITE	EMENT Of ursuant to S 7(a) of the	Was F CHAN Section 1 Public Ut	Shington, GES IN SECUR 6(a) of the tility Hole	D.C. 20 BENEF ITIES e Securit ding Con	549 ICIAL OW ies Exchang npany Act o	OMB Number: 3235-0287 January 31, 2005 Estimated average burden hours per response 0.5				
Mammen Mathai Symbol THERA VANCE INC [THRX] Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) THERAVANCE, INC., 901 GATEWAY BLVD. 05/20/2013 — Director -XOfficer (give title — Other (specify below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -XForm filed by One Reporting Person — Form filed by More than One Reporting Person SOUTH SAN FRANCISCO, CA 94080 Table I - Non-Derivative Securities Acquired Security (Instr. 3) 3. 4. Securities Acquired (Month/Day/Year) 5. Amount of Securities Code (Instr. 3, 4 and 5) 6. Ownership 7. Nature of Securities (Instr. 4) 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Beneficially (D) or Beneficially (Instr. 4) 6. Ownership 7. Nature of Securities Beneficially (Instr. 4)	(Print or Type	Responses)										
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) THERAVANCE, INC., 901 (Month/Day/Year) Director 10% Owner GATEWAY BLVD. 05/20/2013 SVP, Research & Early Clin Dev (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) SOUTH SAN Filed(Month/Day/Year) Applicable Line) FRANCISCO, CA 94080 Z. Transaction Date 2A. Deemed (City) (State) Zip) Table I - Non-Derivative Securities Acquired 5. Amount of 6. Ownership 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Stecurities Acquired 5. Amount of 6. Ownership 7. Nature of (Instr. 3) (Month/Day/Year) Execution Date, if 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Code (Instr. 3), 4 and 5) Owned Indirect (Instr. 3) Code V Amount Or For	Mammen Mathai Symbol			Symbol	ol							
Filed(Month/Day/Year) Applicable Line) 	(Last) (First) (Middle) 3. Date of (Month/ THERAVANCE, INC., 901 05/20/2				f Earliest Tr Day/Year)	_		Director 10% Owner 0fficer (give title Other (specify below)				
SOUTH SAN Person FRANCISCO, CA 94080 Colspan="4">Colspan="4"Colspan="	Filed(Mor			· 6			Applicable Line) _X_ Form filed by One Reporting Person					
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities Acquired, Transaction(A) or Disposed of (D) Code5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect0. (Instr. 3)(Month/Day/Year)(Instr. 8)(Instr. 8)5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect0. (Instr. 4)(Month/Day/Year)(Instr. 8)Owned Following (Instr. 4)1. Indirect (I) (Instr. 4)Ownership Following (Instr. 4)(A) CodeOr CodeOr CodeOr Form: Cirect(Instr. 4)(A) CodeOr (Instr. 3 and 4)(Instr. 3 and 4)								•		porting		
Security (Instr. 3)(Month/Day/Year)Execution Date, if anyTransaction(A) or Disposed of (D) CodeSecuritiesForm: DirectIndirect(Instr. 3)(Month/Day/Year)(Instr. 3, 4 and 5)(Instr. 3, 4 and 5)OwnedIndirect (I)Ownership(Month/Day/Year)(Instr. 8)(Instr. 8)OwnedIndirect (I)Ownership(A)or(A)orReportedTransaction(s)(Instr. 3)OcdeVAmount(D)Price	(City)	(State)	(Zip)	Tabl	e I - Non-D) erivative	Securities Acc	quired, Disposed of	, or Beneficial	ly Owned		
Common of 120/2012	Security (Instr. 3)	(Month/Day/Yea	ar) Executio any	on Date, if	Transactio Code (Instr. 8)	on(A) or D (Instr. 3,	(A) or	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

05/20/2013

Stock

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

D

202,684

\$

37.01

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3,292 D

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mammen Mathai THERAVANCE, INC. 901 GATEWAY BLVD. SOUTH SAN FRANCISCO, CA 94080			SVP, Research & Early Clin De	ev			
<u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u></u>							

Signatures

Mathai 05/22/2013 Mammen

<u>**</u>Signature of Reporting Person Date

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Explanation of Responses:

* 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.