Mammen Mathai Form 4 August 22, 2012

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Mammen Mathai

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

Common

Stock

(First)

(Middle)

(Zip)

THERAVANCE INC [THRX]

08/20/2012

(Check all applicable)

THERAVANCE, INC., 901

3. Date of Earliest Transaction (Month/Day/Year)

Director X\_ Officer (give title

10% Owner Other (specify

below)

GATEWAY BLVD.

4. If Amendment, Date Original

SVP, Research & Early Clin Dev

(Street)

(State)

08/20/2012

Applicable Line)

below)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**SOUTH SAN** FRANCISCO, CA 94080

1.Title of 2. Transaction	Date 2A. Deemed	3. 4.	Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security (Month/Day/	Year) Execution Date, if	Transaction(A	A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)	any	Code (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
				Following	(Instr. 4)	(Instr. 4)
			(4)	Reported		
			(A)	Transaction(s)		
		Code V A	or mount (D) Price	(Instr. 3 and 4)		

4,644 D

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

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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.

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

#### Edgar Filing: Mammen Mathai - Form 4

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. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur 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.			SVP, Research &			
SOUTH SAN FRANCISCO, CA 94080			Early Clin Dev			

## **Signatures**

Mathai 08/22/2012

Mammen

\*\*Signature of Date

\*\*Signature of Reporting Person

### **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.

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