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THERAVAN	NCE INC											
Form 4												
February 24,	2014											
FORM 4 UNITED STATES SECURITIES AND EXCH									PROVAL			
	UNITE	ED STATES		RITIES A shington			NGE C	COMMISSION	OMB Number:	3235-0287		
Check this box if no longer STATEMENT OF CHAN				sington, D.C. 2 004)					Expires:	January 31,		
				GES IN BENEFICIAL OWNERSHIP				NERSHIP OF		2005		
	subject to				SECURITIES					Estimated average burden hours per		
Form 4 o	r								response 0			
Form 5	Filed J	pursuant to	Section 1	6(a) of the	ne Securi	ties E	xchang	e Act of 1934,				
obligation may cont				•	•	· ·		1935 or Section	n			
See Instru		30(h)) of the In	vestment	Compar	ny Ac	t of 194	10				
1(b).												
(Print or Type I	Responses)											
			2. Issuer Symbol	Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			-	VANCE	INC [T]	HRX						
(Last)	(First)	(Middle)	3 Date of	f Earliest T	ransaction	-		(Chec	k all applicable)		
			nth/Day/Year)				X Director 10% Owner					
· · · ·				/20/2014				XOfficer (give titleOther (specify below)				
GATEWAY BOULEVARD								Chief Executive Officer				
(Street) 4. If Am				nendment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line)					
			Month/Day/Year)									
1 1100(1101							_X_ Form filed by One Reporting Person					
SOUTH SA	N							Form filed by M Person	Iore than One Re	porting		
FRANCISC	O, CA 94080											
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities	6. Ownership 7. Natu Form: Direct Indirect	Indirect		
(Instr. 3)		Beneficially Owned	(D) or Indirect (I)					Beneficial Ownership				
		Day/Year)	(1150.0)			Following	(Instr. 4)	(Instr. 4)				
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
C				Code V	Amount	(D)	Price	(
Common Stock	02/20/2014			F	9,297	D	\$ 39.98	670,763	D			

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

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.

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

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Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of the state of the	Director	10% Owner	Officer	Other			
Winningham Rick E THERAVANCE, INC. 901 GATEWAY BOULEVARD SOUTH SAN FRANCISCO, CA 94080	Х		Chief Executive Officer				
Signatures							
Rick E Winningham 02/24/2014							

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

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.