THERAVANCE INC

Form 3

January 11, 2008

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement THERAVANCE INC [THRX] A Mammen Mathai (Month/Day/Year) 01/04/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) THERAVANCE, INC., Â 901 (Check all applicable) GATEWAY BLVD. (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Senior VP, Research Person **SOUTH SAN** Form filed by More than One FRANCISCO. CAÂ 94080 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 58,069 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	--	--	--	---

Edgar Filing: THERAVANCE INC - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(1)	09/15/2010	Common Stock	6,451	\$ 8.525	D	Â
Stock Option (Right to Buy)	(1)	02/03/2011	Common Stock	6,451	\$ 8.525	D	Â
Stock Option (Right to Buy)	(1)	02/03/2011	Common Stock	3,387	\$ 8.525	D	Â
Stock Option (Right to Buy)	(1)	02/23/2012	Common Stock	3,225	\$ 8.525	D	Â
Stock Option (Right to Buy)	(1)	12/19/2012	Common Stock	5,161	\$ 3.1	D	Â
Stock Option (Right to Buy)	(1)	01/23/2013	Common Stock	11,855	\$ 3.1	D	Â
Stock Option (Right to Buy)	(1)	01/23/2013	Common Stock	2,655	\$ 3.1	D	Â
Stock Option (Right to Buy)	(1)	02/24/2014	Common Stock	4,570	\$ 3.1	D	Â
Stock Option (Right to Buy)	(1)	09/02/2014	Common Stock	6,451	\$ 12.4	D	Â
Stock Option (Right to Buy)	(1)	09/02/2014	Common Stock	12,903	\$ 12.4	D	Â
Stock Option (Right to Buy)	(2)	10/03/2014	Common Stock	18,750	\$ 16	D	Â
Stock Option (Right to Buy)	(2)	10/03/2014	Common Stock	29,250	\$ 16	D	Â
Stock Option (Right to Buy)	(3)	02/09/2015	Common Stock	12,000	\$ 18.37	D	Â
Stock Option (Right to Buy)	(3)	02/09/2015	Common Stock	9,900	\$ 18.37	D	Â
Stock Option (Right to Buy)	(3)	02/07/2016	Common Stock	9,900	\$ 29.65	D	Â
Stock Option (Right to Buy)	(3)	02/13/2017	Common Stock	13,200	\$ 34	D	Â
Stock Option (Right to Buy)	(3)	07/01/2017	Common Stock	16,500	\$ 32.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	

Reporting Owners 2

Edgar Filing: THERAVANCE INC - Form 3

Mammen Mathai

THERAVANCE, INC.

901 GATEWAY BLVD.

SOUTH SAN FRANCISCO, CAÂ 94080

Signatures

Mathai 01/11/2008 Mammen

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Immediately exercisable.
- (2) $\frac{40\%}{10/4/09}$ of the shares are immediately exercisable, 30% of the shares become exercisable on $\frac{10}{4/09}$ and the balance becomes exercisable on $\frac{10}{4/09}$.
- (3) The option becomes exercisable for the shares in a series of 48 equal monthly installments. The option shall be fully vested and exercisable on the 4-year anniversary of the grant date provided optionee remains in continuous service through such date.

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.

Signatures 3