Edgar Filing: THERAVANCE INC - Form 4

THERAVAN	NCE INC										
Form 4											
June 04, 2014	4										
FORM	1 4									PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287			
Check thi								January 31,			
if no longer subject to STATEMENT OF (GES IN H	BENEFI	CIA	LOW	NERSHIP OF	Expires:	2005	
subject to STATEMENT OF CHAR Section 16.				SECURITIES					Estimated		
Form 4 or									burden hou response	•	
Form 5	Filed r	oursuant to	Section 16	b(a) of the	Securiti	es Ez	xchang	ge Act of 1934,			
obligation	¹⁸ Section 1			• •			•	f 1935 or Sectio	n		
may cont See Instru 1(b).	inue.		of the Inv	•	•	- ·					
(Print or Type F	Responses)										
			2. Issuer	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
			Symbol THERA	Symbol THERAVANCE INC [THRX]					Issuer		
(Last)					-			(Check all applicable)			
(Last) (First) (Middle)				3. Date of Earliest Transaction					100	% Owner	
				(Month/Day/Year) 06/02/2014				X_ Director 10% Owner Officer (give title below) Other (specify below)			
GATEWAY BLVD			00/02/20								
			4 If Amo	dmant Dat	o Original			6 Individual on I	aint/Crown Fili	n a (Chaala	
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Flied(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
SOUTH SA	N							Form filed by M	More than One R		
	O, CA 94080							Person			
		(77)									
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction I	Date 2A. Dee	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Ye	ear) Executi	on Date, if TransactionAcquired (A) or					Securities	Form: Direct		
(Instr. 3)		any		Code	Disposed			Beneficially	(D) or	Beneficial	
		(Month)	(Day/Year)	Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			5)	Owned Following	Ownership (Instr. 4)		
								Reported	(Instr. 4)	(1130.4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	0.610.010.01.1				6,000			<pre>< 0.00 (1)</pre>			
Stock	06/02/2014			А	(1)	А	\$0	6,000 <u>(1)</u>	D		
Common Stock	06/02/2014			А	6,000 (1)	А	\$0	12,000 (1)	D		

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

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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. Number prof 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 Underlying Securities (Instr. 3 and 4)		8. I Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 23.0786	06/02/2014		A	6,000 (1)	(2)	06/01/2024	Common Stock	6,000 (1)	
Stock Option (Right to Buy)	\$ 23.0786	06/02/2014		A	6,000 (1)	(3)	06/01/2024	Common Stock	6,000 (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FRIEDMAN CATHY THERAVANCE, INC. 901 GATEWAY BLVD SOUTH SAN FRANCISCO, CA 94080	Х					
Signatures						
Bradford J. Shafer, Attorney-in-Fact	06/04/2014					

**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).

Date

- (1) The number of shares will be adjusted by a factor that is not determinable at the time of this filing to account for the effect of the spin-off of Theravance Biopharma, Inc. from Theravance, Inc.
- (2) This option may be exercised and shall be vested as to 1/24th of the shares subject to this option when optionee completes each continuous month of service following the grant date.

This option may be exercised and shall be vested as to 1/12th of the shares subject to this option when optionee completes each(3) continuous month of service following the grant date and any then remaining unvested shares shall vest on the date of the next annual meeting of the Company's stockholders provided the optionee remains in continuous service on such date.

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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.