

THERAVANCE INC  
Form 3  
January 11, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Mammen Mathai		(Month/Day/Year)	THERAVANCE INC [THRX]	
(Last)	(First)	01/04/2008		
THERAVANCE, INC., 901 GATEWAY BLVD.		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SOUTH SAN FRANCISCO, CA 94080		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Senior VP, Research		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	58,069	D	

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

SEC 1473 (7-02)

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

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

