

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) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 01/04/2008                           |  |  |
| THERAVANCE, INC., 901 GATEWAY BLVD.       |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
| SOUTH SAN FRANCISCO, CA 94080             |         |                                      | Senior VP, Research                                |  |
| (City)                                    | (State) | (Zip)                                |  | 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  |

**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<br>Exercisable | Expiration<br>Date |              | Amount or<br>Number of<br>Shares |          | or Indirect<br>(I)<br>(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

