TERCICA INC Form 4/A April 21, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL
OMB
3235-0287

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person CLARK ROSS G			Symbol						5. Relationship of Reporting Person(s) to Issuer			
			TERCIO	TERCICA INC [TRCA]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction							
			(Month/D	ay/Year)				_X_ Director		Owner		
2000 SIERR SUITE 400	AA POINT PA	ARKWAY	7, 04/21/20	006				_X_ Officer (giv below) CHIEF TE	below) ECHNICAL OF	er (specify FICER		
(Street)			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line)					
BRISBANE	, CA 94005		02/16/20	006				_X_ Form filed by Person	One Reporting Pe More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	ly Owned		
1.Title of	2. Transaction	Date 2A. l	Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of		
Security	ecurity (Month/Day/Year) Execution			on Date, if Transaction(A) or Disposed of				Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(D)			Beneficially	(D) or	Beneficial		
		(Moi	nth/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A) or		Reported Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D)	Price	(Instr. 5 und 1)				
Common Stock	02/16/2006			M	37,500	A	\$ 1.6	66,337 <u>(1)</u>	D			

Reminder: Report on a separate line for each class of securities beneficially 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.

SEC 1474

(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of of 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.6	02/16/2006		M	37,500	08/12/2003	08/12/2013	Common Stock	37,500 (2)

Reporting Owners

Reporting Owner Name / Address		Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
CLARK ROSS G 2000 SIERRA POINT PARKWAY, SUITE 400 BRISBANE, CA 94005	X		CHIEF TECHNICAL OFFICER					

Signatures

/s/: Ross G. 04/21/2006 Clark

**Signature of Date
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).
- (1) Amendment made to correct mathematical error and to reflect correct number of beneficial shares owned following transaction.
- (2) Amendment made to reflect correct number of shares.

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.

Reporting Owners 2