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Winningham	n Rick E											
Form 4												
November 2	4, 2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB AF	OMB APPROVAL		
	UNITE	D STATES		RITIES A shington			NGE (COMMISSION	OMB Number:	3235-0287		
Check th if no long									Expires:	January 31,		
subject to		EMENT O	F CHAN	GES IN BENEFICIAL OWNE				NERSHIP OF	Estimated a	2005 Iverage		
Section 1					SECURITIES				burden hours per			
Form 4 c Form 5			a .• 1		a				response	0.5		
obligatio							-	e Act of 1934,				
may cont				•	•	-	•	f 1935 or Section	n			
See Instr 1(b).	ruction	30(n)	of the In	vestmen	t Compa	ny At	2 01 192	+0				
(Print or Type]	Responses)											
1. Name and Address of Reporting Person _2. IssueWinningham Rick ESymbol				uer Name and Ticker or Trading l				5. Relationship of Reporting Person(s) to Issuer				
			THERA	VANCE	E INC [T	HRX]	(Chec	k all applicable	.)		
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction	1		(enec	it un applicable	()		
				th/Day/Year)				_X_ Director10% Owner				
	NCE, INC., 90		11/20/2	009				X Officer (give below)	below)	er (specify		
GAIEWAY	Y BOULEVAR	D						Chief I	Executive Offic	er		
	(Street)		4. If Ame	ndment, D	ate Origin	al		6. Individual or Jo	oint/Group Filir	g(Check		
Filed(Mo				Ionth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
COLITILOA	NT								One Reporting Pe fore than One Re			
SOUTH SA	CO, CA 94080							Person		1 0		
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivativ	e Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security	2. Transaction D (Month/Day/Yea		on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			5. Amount of Securities	6. Ownership Form: Direct					
(Instr. 3)		any					Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
						(A) or		Transaction(s) (Instr. 3 and 4)				
~				Code V	Amoun	t (D)	Price	(msu. 3 anu 4)				
Common	11/20/2009			F	2,364	D	\$	114,040	D			

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

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

14.04

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Winningham Rick E THERAVANCE, INC. 901 GATEWAY BOULEVARD SOUTH SAN FRANCISCO, CA 94080	Х		Chief Executive Officer					
Signatures								
Bradford J Shafer as Attorney-In-Fact	11/22/2	2009						
<u>**</u> Signature of Reporting Person	Date							

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).

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.