THERAVANCE INC Form 4 April 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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(b).

(Last)

1.Title of

Security

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * Tyree James L

(First) (Middle)

THERAVANCE, INC., 951 GATEWAY BLVD.

(Street)

2. Issuer Name and Ticker or Trading Symbol

THERAVANCE INC [THRX]

(Month/Day/Year) 04/24/2015

3. Date of Earliest Transaction

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Securities

Owned

Beneficially

SOUTH SAN FRANCISCO, CA 94080

> (City) (State) (Zip)

> > 04/24/2015

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)

Code (Instr. 8)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Price (D)

Code V Amount 13,950 \$0 A 35,620 (1)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

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

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.

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other
ee. James L.

Tyree James L
THERAVANCE, INC.
951 GATEWAY BLVD.
SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ James L Tyree 04/27/2015

**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).

The Reporting Person was granted restricted stock units ("RSUs"). 100% of the RSUs will vest at the sooner of the next annual (1) shareholder meeting or the one-year anniversary of grant, subject to the Reporting Person's continuous service as an Outside Director through the applicable vesting date.

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.

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