THERAVANCE INC Form 4

FORM 4

June 04, 2014

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BLUM LEONARD M** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

THERAVANCE INC [THRX]

(Check all applicable)

THERAVANCE, INC., 901

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner \_X\_\_ Officer (give title Other (specify

**GATEWAY BOULEVARD** 

below) Sr VP, Chief Comm. Officer

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

06/02/2014

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**SOUTH SAN** FRANCISCO, CA 94080

(State)

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. Transactio	3. 4. Securities Acquired Fransaction(A) or Disposed of			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	•	any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	06/02/2014		A	50,000	A	\$0	355,434	D	
Common Stock	06/02/2014		A	21,000 (1)	A	\$0	376,434	D	

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
BLUM LEONARD M			Sr VP,			
THERAVANCE, INC.			Chief			
901 GATEWAY BOULEVARD			Comm.			
SOUTH SAN FRANCISCO, CA 94080			Officer			

## **Signatures**

Leonard M. 06/04/2014 Blum

\*\*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).

On February 11, 2011, the reporting person was granted a performance stock award that vests based on the achievement of certain performance conditions over a six-year timeframe from 2011 through December 31, 2016 and continued employment. On June 2, 2014, the performance conditions applicable to 21,000 shares were deemed achieved and such shares will vest on June 2, 2015, subject to the reporting person's continued employment through such 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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