

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

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|--------------------------|-----------|
| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|--|---|--|
| 1. Name and Address of Reporting Person* <u>WALTRIP WILLIAM H</u> (Last) (First) (Middle) <u>THERAVANCE, INC.</u> <u>901 GATEWAY BOULEVARD</u> (Street) <u>SOUTH SAN</u> <u>CA</u> <u>94080</u> <u>FRANCISCO</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>10/04/2004</u> | 3. Issuer Name and Ticker or Trading Symbol <u>THERAVANCE INC</u> [<u>THRX</u>] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | |
| | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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) |
|---------------------------------|--|---|--|

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: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--------------------|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| <u>Stock Option (right to buy)</u> | <u>(1)</u> | <u>04/29/2010</u> | <u>Common Stock</u> | <u>32,258</u> | <u>8.53</u> | <u>D</u> | |
| <u>Stock Option (right to buy)</u> | <u>09/02/2007</u> | <u>04/28/2014</u> | <u>Common Stock</u> | <u>25,806</u> | <u>9.69</u> | <u>D</u> | |

Explanation of Responses:

1. Immediately exercisable.

William H. Waltrip 10/04/2004
** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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.

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 Number.