

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>deBethizy J Donald</u> (Last) (First) (Middle) <u>C/O TARGACEPT, INC.</u> <u>200 EAST FIRST STREET, SUITE 300</u> (Street) <u>WINSTON- SALEM NC 27101</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TARGACEPT INC [TRGT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/16/2009		M		6,769	A	\$3.525	35,695	D	
Common Stock	12/16/2009		M		202,235	A	\$1.75	237,930	D	
Common Stock	12/16/2009		S		28,296	D	\$22.0035	209,634	D	
Common Stock	12/16/2009		S		630	D	\$22.9881	209,004	D	
Common Stock	12/16/2009		S		209,004	D	\$21.9773	0	D	

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. Transaction Code (Instr. 8)		5. Number 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.525	12/16/2009		M		6,769		(1)	09/14/2010	Common Stock	6,769	\$0	0	D	
Stock Option (Right to Buy)	\$1.75	12/16/2009		M		2,187		(2)	01/30/2013	Common Stock	2,187	\$0	8,751 ⁽³⁾	D	
Stock Option (Right to Buy)	\$1.75	12/16/2009		M		75,645		(4)	10/30/2013	Common Stock	75,645	\$0	28,211 ⁽⁵⁾	D	
Stock Option (Right to Buy)	\$1.75	12/16/2009		M		124,403		(6)	03/28/2015	Common Stock	124,403	\$0	0	D	

Explanation of Responses:

- This option vested in installments and became vested in full on September 15, 2004.
- This option vested in installments and became vested in full upon completion of the issuer's initial public offering.
- Does not include 20,833 shares subject to the unexercised portion of this option for which the exercise price is \$5.10 per share.
- This option vested in installments and became vested in full on September 30, 2007.
- Does not include 98,014 shares subject to the unexercised portion of this option for which the exercise price is \$5.10 per share.
- This option vested in installments and became vested in full on December 31, 2008.

Remarks:

/s/ Peter A. Zorn, Attorney-in-Fact for J. Donald deBethizy 12/18/2009

** 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 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.

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.

