

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>NOMURA INTERNATIONAL PLC</u> (Last) (First) (Middle) <u>NOMURA HOUSE 1 ST MARTINS LE GRAND</u> <u>LONDON</u> (Street) <u>UNITED KINGDOM</u> X0 EC1A 4NP (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/20/2006</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	04/18/2006		C ⁽³⁾		1,190,476	A	(1)	2,136,904	D	
Common Stock	04/18/2006		C ⁽³⁾		946,428	A	(1)	946,428	I	Owned by NLP ⁽²⁾

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)		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)					

1. Name and Address of Reporting Person* <u>NOMURA INTERNATIONAL PLC</u> (Last) (First) (Middle) <u>NOMURA HOUSE 1 ST MARTINS LE GRAND</u> <u>LONDON</u> (Street) <u>UNITED KINGDOM</u> X0 EC1A 4NP (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Nomura Phase4 Ventures GP LTD</u> (Last) (First) (Middle) <u>NOMURA HOUSE</u> <u>1 ST. MARTINS-LE-GRAND</u> (Street) <u>LONDON</u> X0 EC1A 4NP (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Nomura Phase4 Ventures LP](#)

(Last) (First) (Middle)

NOMURA HOUSE

1 ST MARTIN'S-LE-GRAND

(Street)

LONDON X0 EC1A 4NP

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Nomura Phase4 Ventures LTD](#)

(Last) (First) (Middle)

NOMURA HOUSE

1 ST MARTIN'S-LE-GRAND

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LONDON X0 EC1A 4NP

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series C Convertible Preferred Stock converted into approximately 0.144 shares of the issuer's common stock. This conversion ratio reflects a 1 for 7.5 share reverse stock split of the issuer's common stock effected February 3, 2005.
2. This Form 4 is filed by Nomura International plc ("NI") on behalf of Nomura Phase4 Ventures LP ("NLP") (each a "Reporting Person"). NI owns directly all of the stock of Nomura Phase4 Ventures Limited ("NVL"). NVL owns directly all of the stock of Nomura Phase4 GP Limited ("NGP"). NGP is the manager of NLP.
3. This amendment is being filed to correct the Transaction Code of the Common Stock. It is being changed from "A" (acquired) to "C" (conversion).

[/s/ Denise Pollard Knight](#)

[05/05/2006](#)

** 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.

JOINT FILER INFORMATION

NAME: Nomura Phase4 Ventures LP

Address:
Nomura House
1 St Martins-le-Grand
London, EC1A 4NP
United Kingdom

ISSUER AND TICKER SYMBOL: Targacept, Inc. [TRGT]

DATE OF EARLIEST TRANSACTION REQUIRED TO BE REPORTED: April 18, 2006

RELATIONSHIP OF REPORTING PERSONS TO ISSUER: Member of 13G Group reporting more than 10% ownership.

Signature: Nomura Phase4 Ventures LP

By: /s/ Denise Pollard Knight

Dated: May 5, 2006

JOINT FILER INFORMATION

NAME: Nomura Phase4 Ventures LTD

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1 St Martins-le-Grand
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SIGNATURE: Nomura Phase4 Ventures LTD

By: /s/ Denise Pollard Knight

Dated: May 5, 2006

JOINT FILER INFORMATION

NAME: Nomura Phase4 Ventures GP LTD

Address:
Nomura House
1 St Martins-le-Grand
London, EC1A 4NP
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Signature: Nomura Phase4 Ventures GP LTD

By: /s/ Denise Pollard Knight

Dated: May 5, 2006