

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Jones Elaine V</u> (Last) (First) (Middle) <u>C/O EUCLIDSR PARTNERS, L.P.</u> <u>45 ROCKEFELLER PLAZA, SUITE 3240</u> (Street) <u>NEW YORK NY 10111</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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former Director as of 6/13/07</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/29/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/03/2007</u>	

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	11/29/2007		X		20,000	A	\$9.37	20,000	D ⁽¹⁾	
Common Stock	11/29/2007		X		7,500	A	\$9.37	27,500	D ⁽¹⁾	

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
Stock Option (Right to Buy)	\$9.37	11/29/2007		X			20,000	(2)	05/13/2017	Common Stock	20,000	\$0	0	D	
Stock Option (Right to Buy)	\$9.37	11/29/2007		X			7,500		05/14/2007	Common Stock	7,500	\$0	0	D	

Explanation of Responses:

- As of the date hereof, the Reporting Person indirectly beneficially owns 1,536,841 shares of Common Stock held by EuclidSR Partners, L.P. and 378,820 shares of Common Stock held by EuclidSR Biotechnology Partners, L.P. The Reporting Person is a general partner of EuclidSR Associates, L.P., the general partner of EuclidSR Partners, L.P. and a general partner of EuclidSR Biotechnology Associates, L.P., the general partner of EuclidSR Biotechnology Partners, L.P. On December 28, 2007, the aggregate 27,500 shares acquired upon exercise of the options were transferred from the Reporting Person as follows: 20,625 shares to EuclidSR Partners, L.P. and 6,875 shares to EuclidSR Biotechnology Associates, L.P. The Reporting Person disclaims beneficial ownership of such securities except to the extent of her pecuniary interest therein.
- Vests on the earlier of (i) the last business day prior to the date of the 2007 Annual Meeting of the Issuer's stockholders of (ii) June 29, 2007.

Remarks:

This is the second amendment to the Form 4 originally filed on 12/03/07. The first amendment was filed on 2/12/08.

/s/Elaine V. Jones

02/22/2008

** 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.

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