

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2006</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	04/18/2006		C		1,509,401	A	(5)(6)	1,510,080	I	By EuclidSR Partners, L.P. (1)
Common Stock	04/18/2006		C		371,428	A	(6)	371,748	I	By EuclidSR Biotechnology Partners, L.P. (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)		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				
Series B Convertible Preferred Stock	(5)	04/18/2006		C		2,021,505	(3)	(4)	Common Stock	642,735	\$0	0	I	By EuclidSR Partners, L.P. (1)	
Series C Convertible Preferred Stock	(6)	04/18/2006		C		6,016,529	(3)	(4)	Common Stock	866,666	\$0	0	I	By EuclidSR Partners, L.P. (1)	
Series C Convertible Preferred Stock	(6)	04/18/2006		C		2,578,511	(3)	(4)	Common Stock	371,428	\$0	0	I	By EuclidSR Biotechnology Partners, L.P. (2)	

Explanation of Responses:

- The reporting person is a general partner of EuclidSR Associates, L.P., the general partner of EuclidSR Partners, L.P. The reporting person disclaims beneficial ownership ownership of these securities except to the extent of her pecuniary interest therein.
- The reporting person is a general partner of EuclidSR Biotechnology Associates, L.P., the general partner of EuclidSR Biotechnology Partners, L.P. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- The securities are immediately convertible.
- The securities have no expiration date.
- In connection with the closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted into approximately 0.318 share of the Issuer's Common Stock, for no additional consideration. This conversion ratio reflects a 1 for 7.5 share reverse stock split of the Issuer's common stock effected February 3, 2005.
- In connection with the closing of the Issuer's initial public offering, each share of Series C Convertible Preferred Stock automatically converted into approximately 0.144 share of the Issuer's Common Stock, for no additional consideration. This conversation ratio reflects a 1 for 7.5 share reverse stock split of the Issuer's common stock effected February 3, 2005.

Remarks:

/s/Elaine V. Jones 04/18/2006
 ** 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.