

VERSICOR INC /CA  
Form 5  
April 29, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 5

OMB APPROVAL

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported  
 Form 4 Transactions Reported

ANNUAL STATEMENT OF  
CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0362  
Expires: PENDING  
Estimated average burden hours per response .... 1.0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Goldstein,	Dov	A.	Versicor Inc. (VERS)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Last)	(First)	(Middle)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			3. I.R.S Identification Number of Reporting Person, if an entity (voluntary)		(give title below)	
34790 Ardentech Court			December 31, 2001		Vice-President, Finance and Chief Financial Officer	
(Street)						
Fremont, California 94555			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Reporting (check applicable line)	
(City)	(State)	(Zip)			<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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock, par value \$0.001	7/2/01	M	400	A	\$4.72	D		
Common Stock, par value \$0.001	7/2/01	G	400	D	-0-			

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)  
SEC 2270  
(1/3/02)

**POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION  
CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS  
A CURRENTLY VALID OMB CONTROL NUMBER.**

FORM 5 (Continued)

**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)	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)	
				(A)	(D)	Date Exercisable	Expiration Date
Employee Stock Option (right to buy)	\$4.72	7/2/01	M		400	(1)	6/1/10

7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares				
Common Stock, par value \$0.001	400		212,100	D	

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Explanation of Responses: (1) The options vested 25% on June 1, 2001, and the remaining 75% vest at 1/36 per month for the 36 months following June 1, 2001. 96,995 options are exercisable as of April 15, 2002.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	/s/ Dov A. Goldstein _____	April 26, 2002 _____
	**Signature of Reporting Person	Date

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.