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SCIOS INC
Form 15-15D
January 20, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under Section 12(g)
of the Securities Exchange Act of 1934 or Suspension of
Duty to File Reports Under
Section 13 and 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 000-11749

SCIOS INC.

(Exact name of registrant as specified in its charter)

6500 PASEO PADRE PARKWAY, FREMONT, CALIFORNIA 94538 (510) 248-2500

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

5.50% CONVERTIBLE SUBORDINATED NOTES DUE 2009

(Title of each class of securities covered by this Form)

NONE

(Titles of all other classes of securities for which a duty to file
reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-----|----------------------|-----|
| Rule 12g-4(a)(1)(i) | [] | Rule 12h-3(b)(1)(i) | [] |
| Rule 12g-4(a)(1)(ii) | [] | Rule 12h-3(b)(1)(ii) | [] |
| Rule 12g-4(a)(2)(i) | [] | Rule 12h-3(b)(2)(i) | [] |
| Rule 12g-4(a)(2)(ii) | [] | Rule 12h-3(b)(2)(ii) | [] |
| | | Rule 15d-6 | [X] |

Approximate number of holders of record as of the certification or notice date:
5.50% Convertible Subordinated Notes Due 2009: 12

Pursuant to the requirements of the Securities Exchange Act of 1934,
Scios Inc. has caused this certification/notice to be signed on its behalf by
the undersigned duly authorized person.

Date: January 16, 2004

By: /s/ John A. Papa

John A. Papa
Treasurer