

BIOGEN IDEC INC
Form 4
February 17, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RASTETTER WILLIAM H

(Last) (First) (Middle)

14 CAMBRIDGE CENTER

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BIOGEN IDEC INC [BIIB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 02/15/2005 | | M | | 120,313 | A | \$ 3.3542 |
| Common Stock | 02/15/2005 | | S ⁽¹⁾ | | 2,500 | D | \$ 67.51 |
| Common Stock | 02/15/2005 | | S ⁽¹⁾ | | 27,500 | D | \$ 67.56 |
| Common Stock | 02/15/2005 | | S ⁽¹⁾ | | 22,500 | D | \$ 67.6243 |
| Common Stock | 02/15/2005 | | S ⁽¹⁾ | | 7,500 | D | \$ 67.69 |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------------|--------------------------|---|----------|
| Common Stock | 02/15/2005 | S ⁽¹⁾ | 5,000 | D | \$ 67.79 | 55,313 | D | |
| Common Stock | 02/15/2005 | S ⁽¹⁾ | 10,000 | D | \$ 67.86 | 45,313 | D | |
| Common Stock | 02/15/2005 | S ⁽¹⁾ | 32,500 | D | \$ 67.87 | 12,313 | D | |
| Common Stock | 02/15/2005 | S ⁽¹⁾ | 7,500 | D | \$ 67.8724 | 5,313 | D | |
| Common Stock | 02/15/2005 | S ⁽¹⁾ | 5,313 | D | \$ 67.91 | 0 | D | |
| Common Stock | | | | | | 371,629 ⁽²⁾ | I | by Trust |
| Common Stock | | | | | | 50,676.77 ⁽³⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Stock Option (right-to-buy) ⁽⁴⁾ | \$ 3.3542 | 02/15/2005 | | M | 120,313 | ⁽⁵⁾ 01/24/2006 | Common Stock 120 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RASTETTER WILLIAM H 14 CAMBRIDGE CENTER CAMBRIDGE, MA 02142 | X | | Executive Chairman | |

Signatures

By: Benjamin S. Harshbarger; For: William H.
Rastetter

02/17/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Sale pursuant to a trading plan intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934.
 - (2) Increase in the amount of indirectly held shares is the result of a transfer of directly held shares into a trust.
 - (3) Decrease in the amount of directly held shares is the result of a transfer of directly held shares into a trust.
 - (4) Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC rule 16(b)-3(d).
 - (5) Option became exercisable as to 25% of the optioned shares on 1/25/96 and as to the balance of the shares in 36 equal monthly installments thereafter.

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