

MATSUI CONNIE
Form 4
May 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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).

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 *
MATSUI CONNIE

(Last) (First) (Middle)

14 CAMBRIDGE CENTER

(Street)

CAMBIRDGE, 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)
04/28/2006

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)
EVP, Corp. Strategy and Comm.

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/28/2006		M ⁽¹⁾		40,000 A \$ 7.7188	D	
Common Stock	04/28/2006		S ⁽¹⁾		10,000 D \$ 44.92	D	126,825
Common Stock	04/28/2006		S ⁽¹⁾		5,000 D \$ 45.11	D	121,825
Common Stock	04/28/2006		S ⁽¹⁾		7,500 D \$ 45.21	D	114,325
Common Stock	04/28/2006		S ⁽¹⁾		7,500 D \$ 45.25	D	106,825

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Common Stock	04/28/2006	S ⁽¹⁾	10,000	D	\$ 45.35	96,825	D	
Common Stock						12,343.546 ⁽²⁾	D	
Common Stock						40,766	I	by Trust

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

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SEC 1474
(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 or Number of Shares
Stock Option (right-to-buy) ⁽³⁾	\$ 7.7188	04/28/2006		M ⁽¹⁾	40,000	⁽⁴⁾	01/12/2009	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATSUI CONNIE 14 CAMBRIDGE CENTER CAMBIRDGE, MA 02142			EVP, Corp. Strategy and Comm.	

Signatures

by: Daniel S. Char; For: Connie L. Matsui
Date: 05/01/2006

__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 directly held shares represents the acquisition of common stock under the issuer's Employee Stock Purchase Plan.
- (3) Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC rule 16(b)-3(d).
- (4) Option became exercisable as to 25% of the optioned shares on 1/01/2000 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.