Mathers Edward T
Form 4
June 19, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mathers Edward T

(Last) (First) (Middle)

ONE MEDIMMUNE WAY

(Street)

GAITHERSBURG, MD 20878

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MEDIMMUNE INC /DE [MEDI]

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Corporate Dev. & Venture

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8 D S

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(I
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 24.17	06/18/2007	D			37,500	(1)	07/08/2012	Common Stock	37,500
Stock Option (right to buy)	$ 29.34	06/18/2007	D			18,000	(2)	02/20/2013	Common Stock	18,000
Stock Option (right to buy)	$ 23.45	06/18/2007	D			22,500	(3)	03/04/2014	Common Stock	22,500
Stock Option (right to buy)	$ 24.17	06/18/2007	D			80,000	(4)	02/15/2015	Common Stock	80,000
Stock Option (right to buy)	$ 36.78	06/18/2007	D			85,000	(5)	02/22/2016	Common Stock	85,000
Stock Option (right to buy)	$ 25.94	06/18/2007	D			50,000	(6)	08/07/2016	Common Stock	50,000
Stock Option (right to buy)	$ 31.25	06/18/2007	D			75,000	(7)	02/14/2017	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathers Edward T ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878			EVP, Corporate Dev. & Venture	

Signatures

/s/ William C. Bertrand, Jr., Attorney-in-Fact — 06/19/2007

**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) This option, which provided for vesting with respect to 1/4 of the shares on 07/08/03 and with respect to the remaining shares in equal quarterly installments thereafter, was cancelled pursuant to the merger agreement between the issuer and AstraZeneca PLC in exchange for a cash payment of $33.83 per share, representing the difference between the exercise price of the option and $58.00 per share.

(2) This option, which provided for vesting in equal quarterly installments beginning 5/20/2003, was cancelled in the merger in exchange for a cash payment of $28.66 per share, representing the difference between the exercise price of the option and $58.00 per share.

(3) This option, which provided for vesting in equal quarterly installments beginning 6/04/2004, was cancelled in the merger in exchange for a cash payment of $34.55 per share, representing the difference between the exercise price of the option and $58.00 per share.

(4) This option, which provided for vesting in equal quarterly installments beginning 5/16/2005, was cancelled in the merger in exchange for a cash payment of $33.83 per share, representing the difference between the exercise price of the option and $58.00 per share.

(5) This option, which provided for vesting in equal quarterly installments beginning 5/23/2006, was cancelled in the merger in exchange for a cash payment of $21.22 per share, representing the difference between the exercise price of the option and $58.00 per share.

(6) This option, which provided for vesting in equal quarterly installments beginning 11/08/2006, was cancelled in the merger in exchange for a cash payment of $32.06 per share, representing the difference between the exercise price of the option and $58.00 per share.

(7) This option, which provided for vesting in equal quarterly installments beginning 5/15/2007, was cancelled in the merger in exchange for a cash payment of $26.75 per share, representing the difference between the exercise price of the option and $58.00 per share.

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