

MATSUI CONNIE

Form 4/A

January 05, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATSUI CONNIE

(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)
10/12/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/20/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, Corp. Strategy and Comm.

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)
Common Stock	10/12/2005		M	38,771 A	\$ 7.7188 175,596	D	
Common Stock	10/12/2005		S ⁽¹⁾	18,771 D	\$ 36.3606 156,825	D	
Common Stock	10/12/2005		S ⁽¹⁾	2,500 D	\$ 36.5 154,325	D	
Common Stock	10/12/2005		S ⁽¹⁾	7,500 D	\$ 36.53 146,825	D	
Common Stock	10/12/2005		S ⁽¹⁾	2,500 D	\$ 36.6 144,325	D	

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Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.67	141,825	D	
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	5,000	D	\$ 36.74	136,825	D	
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	5,000	D	\$ 36.74	70,839	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.67	68,339	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.6	65,839	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	7,500	D	\$ 36.55	58,339	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.5	55,839	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	16,229	D	\$ 36.3606	39,610	I	by Trust
Common Stock						43,055	I	by Trusts
Common Stock						11,666.7331	D	

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right-to-buy) (2)	\$ 7.7188	10/12/2005		S		38,771		(3)	01/13/2009	Common Stock	38,771

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: Benjamin S. Harshbarger; For: Connie L. Matsui 01/05/2006

__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) Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC rule 16(b)-3(d).
- (3) 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.

Remarks:

This Form 4/A amends the Form 4 submitted on 12/20/2005. All transactions reported on this form were made pursuant to a t

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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