## Edgar Filing: DUNN JOHN MICHAEL - Form 4

DUNN JOH	IN MICHAEL										
Form 4											
February 08	, 2006										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION											
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549									3235-0287		
Check th			U					Expires:	January 31,		
if no lon subject t		MENT OF CHA	NGES IN	BENEF	<b>ICIA</b>		2005				
Section			SECUI		Estimated average burden hours per						
Form 4 o	or							response 0.5			
Form 5 obligatio	<b>n</b> n	rsuant to Section					-				
may con	Section 171	a) of the Public U	•	•	· ·	•		on			
See Instr 1(b).		30(h) of the I	nvestmen	t Compai	ny Ac	ct of 1	940				
(Print or Type	Responses)										
1 Name and	Address of Reporting	Darson *		1 (7) 1			5 Delationship	of Donorting Dor	ron(s) to		
	HN MICHAEL		er Name and Ticker or Trading			Issuer	of Reporting Fer	Reporting Person(s) to			
Dentigoi		Symbol	EN IDEC	INC IDI	D1						
			EN IDEC	-	IJ		(Che	(Check all applicable)			
(Last)	(First) (I		Date of Earliest Transaction								
14 CAMPE	DIDCE CENTED						Director X Officer (giv	give title Other (specify			
14 CAMBRIDGE CENTER 02/06/2			6/2006 <u></u> off below)					below)			
							EV	P, New Venture	s		
	(Street)	4. If Am	nendment, Date Original 6.				6. Individual or Joint/Group Filing(Check				
	onth/Day/Yea	ur)	Applicable Line)								
							_X_ Form filed by	One Reporting Po More than One R			
CAMBRID	GE, MA 02142						Person	More than one R	epotting		
(City)	(State)	(Zip) Tal	ole I - Non-	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		3.	4. Securit				6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if		onAcquired				Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4			•	(D) or Indirect (I)	Ownership		
		(Wolding Duy) Tear)	(11301.0)	(1150.5,	i una .	5)		(Instr. 4)	(Instr. 4)		
					(A)		Reported				
					or		Transaction(s)				
			Code V	Amount		Price	(Instr. 3 and 4)				
Reminder: Rep	port on a separate line	e for each class of sec	curities bene	ficially ow	ned di	rectly o	or indirectly.				

Persons who respond to the collection of information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (right-to-buy) $(1)$	\$ 44.24	02/06/2006		A		27,300		(2)	02/05/2016	Common Stock	27,3
Restricted Stock Units	<u>(3)</u>	02/06/2006		А		10,900		(4)	(4)	Common Stock	10,9

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DUNN JOHN MICHAEL 14 CAMBRIDGE CENTER CAMBRIDGE, MA 02142			EVP, New Ventures					
Signatures								
By: Kevin M. Foley; For: John Dunn		02/08/200	02/08/2006					
<u>**</u> 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) Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC rule 16(b)-3(d).
- (2) The stock option becomes exercisable in four (4) equal annual installments, commencing one year after the grant date of 02/06/06.
- (3) Each restricted stock unit represents a contingent right to receive one share of BIIB common stock.
- (4) The restricted stock units vest in three (3) equal annual installments, commencing one year after the grant date of 02/06/06.

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.