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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person ROHN WILLIAM R						GEN IDEC I				(Che	(Check all applicable) Director Tofficer (give title Other (specify						
(Last) (First) (Middle) 14 CAMBRIDGE CENTER						of Earliest Transa /2004	action (M	onth/E	ay/Year)		X Officer (give title below) Chief Operating Officer						
(Street) CAMBRIDGE MA 02142						nendment, Date of	f Original	Filed	(Month/Day/`	6. Inc Line)	Form f	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	itate)	(Zip)								Person						
		Tab	le I - Non	-Deriva	ative S	ecurities Acc	uired,	Dis	osed of,	or Ben	eficially	Owned					
1. Title of S	tr. 3)	2. Transa Date (Month/D		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			(A) or 3, 4 and	Securitie Benefici Owned F	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	tion(s)		(3 4)		
Common	Stock			06/02/2004			S ⁽¹⁾	S ⁽¹⁾		D	\$63.41	129),275	D			
Common	Stock			06/02/2004			S ⁽¹⁾		1,900 D \$		\$63.42	127,375		D			
Common	Stock			06/02	/2004		S ⁽¹⁾		200	D \$6		127,175		D			
Common	Stock			06/02	/2004		S ⁽¹⁾		2,000	D	\$63.45	125	125,175				
Common	Stock			06/02	/2004		S ⁽¹⁾		1,400	D	\$63.47	123	123,775				
Common	Stock			06/02	/2004		S ⁽¹⁾		300	D	\$63.5	123	123,475				
Common	Stock			06/02/2004			S ⁽¹⁾		600	D \$6		122,875		D			
Common	Stock			06/02	/2004		S ⁽¹⁾		1,800	1,800 D		121,075		D			
Common			06/02	/2004		S ⁽¹⁾		400	D	\$63.71	. 120),675	D				
Common			06/02	/2004		S ⁽¹⁾		100 D \$		\$63.76	120,575		D				
Common	Stock			06/02	/2004		S ⁽¹⁾		100	D	\$63.78	120),475	D			
Common	Stock		06/02	/2004		S ⁽¹⁾		3,800	D	\$63.8	116,675		D				
Common	Stock			06/02	/2004		S ⁽¹⁾	s ⁽¹⁾ 400		D	\$63.84	116	5,275	D			
Common	Stock		06/02	/2004		S ⁽¹⁾	-		D			5,175	D				
Common	Stock		06/02	/2004		S ⁽¹⁾	S ⁽¹⁾ 400		D	\$63.86		5,775	D				
Common Stock 06					/2004		S ⁽¹⁾		400	D	\$63.87	115	5,375	D			
Common Stock 0					/2004		S ⁽¹⁾		100			115,275		D			
Common Stock					/2004		S ⁽¹⁾		1,100	1,100 D \$6		114,175		D			
Common Stock 06					/2004		S ⁽¹⁾		300	D \$6		113,875		D			
Common Stock 0					/2004		S ⁽¹⁾		1,800	D	\$63.95	112	2,075	D			
Common Stock												6,	000	I	by Spouse		
Common Stock												377	7,388	I	by Trust		
Common Stock												19	,625	D			
		-				curities Acqu lls, warrants,						Owned					
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		3A. Deemed	Date, Transaction Code (Instr.		5. Number	6. Date Ex Expiration (Month/Da	cercisa 1 Date	of Securities		Amount s	Derivative Security	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			

1. Title of Derivative Security (Instr. 3)	2Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code Transa	calls v	ÇAN of Deri Sec Acq (A) of Disp of (I	u(fil)er ivative urities urited		CONVERTION Expiration Statute and	Or Benefic Pally of June Securities of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right-to- buy) ⁽²⁾	\$7.7188	06/02/2004	A			50,000	(3)	01/13/2009	Common Stock	50,000	(2)	112,075	D	

Explanation of Responses:

- 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).
- $3.\ Option\ became\ exercisable\ as\ to\ 25\%\ of\ the\ optioned\ shares\ on\ 1/01/2000\ and\ as\ to\ the\ balance\ of\ the\ shares\ in\ 36\ equal\ monthly\ installments\ thereafter.$

Domarko

This is the second of two Form 4 filings which together represent the exercise and sale of an aggregate of 50,000 issuer stock options on 06/02/2004.

By: Benjamin S. Harshbarger For: William S. Rohn

** Signature of Reporting Person Date

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

- * 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).

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

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 Number.