

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>GREGOIRE SYLVIE L</u> (Last) (First) (Middle) <u>14 CAMBRIDGE CENTER</u> (Street) <u>CAMBRIDGE MA 02142</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BIOGEN IDEC INC [BIIB]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Bus. Dev & Program Mgmt.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2003</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | |
| Common Stock | 11/12/2003 | | A | | 1,304 | A | (1) | 1,304 | D | |

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 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 |
| 1985 NQ Stock Option | \$8.89 | 11/12/2003 | | A | | 16,100 | | (2) | 01/02/2005 | Common Stock | 16,100 | (3) | 16,100 | D | |
| 1985 NQ Stock Option | \$11.73 | 11/12/2003 | | A | | 11,040 | | (4) | 09/22/2005 | Common Stock | 11,040 | (3) | 11,040 | D | |
| 1985 NQ Stock Option | \$15.54 | 11/12/2003 | | A | | 4,600 | | (5) | 12/12/2007 | Common Stock | 4,600 | (3) | 4,600 | D | |
| 1985 NQ Stock Option | \$35.42 | 11/12/2003 | | A | | 46,000 | | (6) | 12/11/2008 | Common Stock | 46,000 | (3) | 46,000 | D | |
| 1985 NQ Stock Option | \$62.28 | 11/12/2003 | | A | | 34,500 | | (7) | 12/09/2009 | Common Stock | 34,500 | (3) | 34,500 | D | |
| 1985 NQ Stock Option | \$45.46 | 11/12/2003 | | A | | 23,000 | | (8) | 12/15/2010 | Common Stock | 23,000 | (3) | 23,000 | D | |
| 1985 NQ Stock Option | \$49.61 | 11/12/2003 | | A | | 172,500 | | (9) | 08/08/2011 | Common Stock | 172,500 | (3) | 172,500 | D | |
| 1985 NQ Stock Option | \$37.45 | 11/12/2003 | | A | | 57,500 | | (10) | 12/06/2012 | Common Stock | 57,500 | (3) | 57,500 | D | |

Explanation of Responses:

- The securities reported on this form were acquired by the reporting person in the merger of Bridges Merger Corporation, a wholly owned subsidiary of the Issuer, with and into Biogen, Inc. ("Biogen") effective on November 12, 2003 (the "Merger"). In the Merger, each share of common stock of Biogen, Inc. was exchanged for 1.15 (the "Exchange Ratio") shares of common stock of the Issuer.
- The stock option became exercisable in six (6) equal annual installments, commencing one year after the grant date of 01/02/95.
- In connection with the Merger, the Issuer assumed all options outstanding at the effective time of the merger under Biogen's existing stock option plans, including the options being reported on this form by the reporting person. Each such Biogen stock option is now exercisable for shares of the Issuer's common stock. The exercise price for each share of Issuer common stock is calculated by dividing the exercise price of the option immediately prior to the Merger for a share of Biogen common stock by the Exchange Ratio (rounded up to the nearest cent). The number of shares of Issuer common stock for which an assumed option may be exercised is calculated by multiplying the number of shares of Biogen common stock for which the option was exercisable immediately prior to the Merger by the Exchange Ratio (rounded down to the nearest whole share).
- The stock option became exercisable in six (6) equal annual installments, commencing one year after the grant date of 09/22/95.
- The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/12/97.
- The stock option becomes exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/11/98.
- The stock option becomes exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/09/99.
- The stock option becomes exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/15/00.
- The stock option becomes exercisable in four (4) equal annual installments, commencing one year after the grant date of 08/08/01.
- The stock option becomes exercisable in four (4) equal annual installments, commencing one year after the grant date of 12/06/02.

/s/ Sylvie L. Gregoire

11/14/2003

** 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.