

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

1. Name and Address of Reporting Person * <u>ROHN WILLIAM R</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>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/30/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/01/2004</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	08/30/2004		M		8,275	A	\$6.1875	8,275	D	
Common Stock	08/30/2004		S		900	D	\$58.52	7,375	D	
Common Stock	08/30/2004		S		2,100	D	\$58.53	5,275	D	
Common Stock	08/30/2004		S		3,800	D	\$58.54	1,475	D	
Common Stock	08/30/2004		S		1,475	D	\$58.55	0	D	
Common Stock	08/30/2004		M		41,125	A	\$6.9167	206,857	D	
Common Stock	08/30/2004		S		13,025	D	\$58.55	193,562	D	
Common Stock	08/30/2004		S		2,900	D	\$58.56	190,662	D	
Common Stock	08/30/2004		S		3,900	D	\$58.57	186,762	D	
Common Stock	08/30/2004		S		2,200	D	\$58.58	184,562	D	
Common Stock	08/30/2004		S		8,600	D	\$58.6	175,962	D	
Common Stock	08/30/2004		S		2,000	D	\$58.62	173,962	D	
Common Stock	08/30/2004		S		200	D	\$58.63	173,762	D	
Common Stock	08/30/2004		S		2,500	D	\$58.66	171,262	D	
Common Stock	08/30/2004		S		1,800	D	\$58.67	169,462	D	
Common Stock	08/30/2004		S		3,100	D	\$58.7	166,362	D	
Common Stock	08/30/2004		S		900	D	\$58.71	165,462	D	
Common Stock	08/30/2004		M		600	A	\$6.3125	600	D	
Common Stock	08/30/2004		S		600	D	\$58.55	0	D	
Common Stock								6,000	I	by Spouse
Common Stock								377,388	I	by Trust
Common Stock								20,301.7731 <sup>(1)</sup>	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					

**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	Amount or Number of Shares				
Stock Option (right-to-buy) <sup>(2)</sup>	\$6.1875	08/30/2004		M			8,275	(3)	04/15/2008	Common Stock	8,275	(2)	0	D	
Stock Option (right-to-buy) <sup>(2)</sup>	\$6.9167	08/30/2004		M			41,125	(4)	02/05/2009	Common Stock	41,125	(2)	165,462	D	
Stock Option (right-to-buy) <sup>(2)</sup>	\$6.3125	08/30/2004		M			600	(5)	11/19/2007	Common Stock	600	(2)	0	D	

**Explanation of Responses:**

- The increase in the reporting owners directly held common stock is the result of an acquisition of common stock under the Issuer's Employee Stock Purchase Plan in a transaction exempt under SEC Rule 16b-3(c).
- Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC rule 16(b)-3(d).
- Option became exercisable as to 25% of the optioned shares on 4/15/99 and as to the balance of the shares in 36 equal monthly installments thereafter.
- Option became exercisable as to 25% of the optioned shares on 1/01/99 and as to the balance of the shares in 36 equal monthly installments thereafter.
- Option became exercisable as to 100% of the optioned shares on 11/19/03.

**Remarks:**

By: Benjamin S. Harshbarger      09/02/2004  
For: William R. 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.

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