SEC Form 4

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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

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

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ours per response:	0.5

1. Name and Address of Reporting Person [*] ADELMAN BURT A				er Name and Ticke GEN IDEC II			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 14 CAMBRIDG	(First) E CENTER	(Middle)	3. Date 09/28	e of Earliest Transad /2005	ction (Month/E	Day/Year)	X	Officer (give title below) EVP, De	Other below velopment	(specify)	
(Street) CAMBRIDGE (City)	MA (State)	02142 (Zip)	4. If Ar	nendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	on	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	

	(MOILII/Day/Year)			8)				Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11504)	
Common Stock	09/28/2005		М		18,000	A	\$12.91	18,000	D		
Common Stock	09/28/2005		S ⁽¹⁾		200	D	\$38.5	7,600	D		
Common Stock	09/28/2005		S ⁽¹⁾		800	D	\$38.48	6,800	D		
Common Stock	09/28/2005		S ⁽¹⁾		600	D	\$38.47	6,200	D		
Common Stock	09/28/2005		S ⁽¹⁾		600	D	\$38.45	5,600	D		
Common Stock	09/28/2005		S ⁽¹⁾		600	D	\$38.43	5,000	D		
Common Stock	09/28/2005		S ⁽¹⁾		100	D	\$38.42	4,900	D		
Common Stock	09/28/2005		S ⁽¹⁾		900	D	\$38.41	4,000	D		
Common Stock	09/28/2005		S ⁽¹⁾		400	D	\$38.4	3,600	D		
Common Stock	09/28/2005		S ⁽¹⁾		900	D	\$38.38	2,700	D		
Common Stock	09/28/2005		S ⁽¹⁾		500	D	\$38.37	2,200	D		
Common Stock	09/28/2005		S ⁽¹⁾		300	D	\$38.36	1,900	D		
Common Stock	09/28/2005		S ⁽¹⁾		400	D	\$38.35	1,500	D		
Common Stock	09/28/2005		S ⁽¹⁾		600	D	\$38.34	900	D		
Common Stock	09/28/2005		S ⁽¹⁾		400	D	\$38.33	500	D		
Common Stock	09/28/2005		S ⁽¹⁾		400	D	\$38.28	100	D		
Common Stock	09/28/2005		S ⁽¹⁾		100	D	\$38.23	0	D		
Common Stock	09/28/2005		М		2,500	A	\$16.9	23,000	D		
Common Stock	09/28/2005		S ⁽¹⁾		1,200	D	\$38.23	21,800	D		
Common Stock	09/28/2005		S ⁽¹⁾		600	D	\$38.22	21,200	D		
Common Stock	09/28/2005		S ⁽¹⁾		400	D	\$38.04	20,800	D		
Common Stock	09/28/2005		S ⁽¹⁾		300	D	\$37.82	20,500	D		
Common Stock								12,269	D		
Common Stock								8,009	D		

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

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)

		-	Table II - Deriv (e.g.,					, options,	convertil	ole secu		Owned			
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)	Code V 6ANu(1002)er Transaction of Code (Instr. Derivative			vative urities uired or oosed 0) (Instr.	Date Expiration of ExBaticsElaterol Statute and Expiration Date of Securities (Month/Day/Year) Underlying Derivative Secu (Instr. 3 and 4)			es g Security	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	Expiration	Title	Amount or Number of Shares				
Stock Option (right-to- buy) ⁽²⁾	\$12.91	09/28/2005		M	-		18,000	(3)	04/18/2006	Common Stock	18,000	(2)	0	D	
Stock Option (right-to- buy) ⁽²⁾	\$16.9	09/28/2005		М			2,500	(3)	12/06/2006	Common Stock	2,500	(2)	20,500	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. The stock option became exercisable in six (6) equal annual installments, commencing one year after the grant date of 04/18/96.

Remarks:

Part 2 of a 2 part filing representing a transaction occuring on 09/28/2005.

<u>By: Benjamin S. Harshbarger;</u> For: Burt A. Adelman

09/30/2005

** 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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