
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report:

September 12, 2005

(Date of earliest event reported)

Biogen Idec Inc.

(Exact name of Registrant as specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation)

0-19311

(Commission File Number)

33-0112644

(IRS Employer Identification No.)

14 Cambridge Center

Cambridge, Massachusetts 02141

(Address of principal executive offices, including zip code)

(617) 679-2000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 — Entry into a Material Definitive Agreement

On September 12, 2005, the Compensation and Management Development Committee of the Company's Board of Directors (the "Compensation Committee") approved the grant of an aggregate of approximately 1.17 million performance-based restricted stock units to be settled in shares of the Company's common stock to a group of approximately 200 of the Company's employees at the director-level and above. The grants were made under the Company's 2005 Omnibus Equity Plan. Grants were made to all of the Company's executive officers other than James C. Mullen, the Company's Chief Executive Officer and President, and William H. Rastetter, the Company's Executive Chairman.

The grants to executive officers are as follows: Raymond G. Arner, Acting General Counsel (30,000 units); Burt A. Adelman, Executive Vice President, Development (45,000 units); John M. Dunn, Executive Vice President, New Ventures (29,500 units); Peter N. Kellogg, Executive Vice President, Finance and Chief Financial Officer (50,000 units); Connie L. Matsui, Executive Vice President, Corporate Strategy and Communications (25,000 units); Craig E. Schneier, Executive Vice President, Human Resources (45,000 units); and Mark C. Wiggins, Executive Vice President, Business Development (40,000 units).

These restricted stock units have performance-based vesting that will depend entirely upon the Company's achievement, over the next 12-18 months, of certain performance-based objectives approved by the Compensation Committee, and continued employment.

A form of the grant notice utilized in connection with these grants is attached hereto as Exhibit 10.1.

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Item 9.01 — Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Grant Notice (Restricted Stock Units)

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 15, 2005

BIOGEN IDEC INC.

By: /s/ Raymond G. Arner

Name: Raymond G. Arner

Title: Acting General Counsel

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<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Grant Notice (Restricted Stock Units)

Notice of Grant

It is my pleasure to inform you that **effective September 14, 2005, you have been granted <Number of Units> restricted stock units (RSUs)**, under the Biogen Idec Inc. 2005 Omnibus Equity Plan (the Plan). The RSUs **will convert into shares of Biogen Idec stock, subject to attainment of the performance goals** detailed in **Exhibit 2 (which is incorporated into and made a part of this Notice of Grant) and your continued employment**. If the performance goals are attained and you are still in active employment on the date of "vesting" in accordance with the requirements of the Plan and this Notice, a portion of this grant will convert ("vest") on September 14, 2006 and a second portion on March 14, 2007. Shares will be delivered to you upon vesting, subject to payment of applicable withholding taxes, as explained in the Plan.

The terms and conditions that govern your RSU grant are contained in this Notice and in the Plan, which is incorporated into and made a part of the Notice, except that the provisions of the Plan that provide for accelerated vesting upon "Retirement" (as defined in the Plan) are excluded from this RSU grant. The Plan is described in a related prospectus. Copies of the Prospectus and the Plan are available internally on the iNet.

If you do not have access to the iNet or would prefer to have copies mailed to you, please call the HR Help Desk.

This Notice, which includes the Plan, constitutes the entire agreement between Biogen Idec and you, and supersedes all prior and contemporaneous agreements between us with regard to this grant.

This Notice shall be governed by and construed in accordance with the laws of the State of Delaware.

Your grant is based on your position, your prior performance, and your expected contribution to the future value of Biogen Idec. It serves to further align your interest with those of our shareholders.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard W. Fisher", written in a cursive style.

Richard W. Fisher
Vice President, Human Resources