## 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 |
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| 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

# OMB APPROVAL

| L |                         | 5255-0207 |
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| 1. Name and Addres              | is of Reporting Person $\frac{1}{L}$ | n <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>BIOGEN IDEC INC. [BIIB] |                        | tionship of Reporting Pers<br>all applicable)<br>Director                                  | 10% Owner                           |
|---------------------------------|--------------------------------------|----------------|---|------------------------|--|-------------------------------------|
| (Last)<br>14 CAMBRIDG           | (First)<br>E CENTER                  | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/23/2010                |                        | Officer (give title<br>below)<br>Chief Operating   | Other (specify<br>below)<br>Officer |
| (Street)<br>CAMBRIDGE<br>(City) | MA<br>(State)                        | 02142<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      | 6. Indiv<br>Line)<br>X | idual or Joint/Group Filing<br>Form filed by One Repo<br>Form filed by More thar<br>Person | orting Person                       |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   |        |               |                   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------------------------------|---|--------|---------------|-------------------|---|---|---|
|                                 |  |   | Code                         | v | Amount | (A) or<br>(D) | Price             | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130.4)  |
| Common Stock                    | 02/24/2010                                 |   | Α                            |   | 9,306  | Α             | \$ <mark>0</mark> | 32,252.41   | D   |   |
| Common Stock                    | 02/24/2010                                 |   | F                            |   | 985    | D             | \$55.29           | 31,267.41   | D   |   |
| Common Stock                    | 02/24/2010                                 |   | F                            |   | 996    | D             | \$55.29           | 30,271.41   | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of     |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|---|--|--|--|--|--|
|   |   |  |   | Code                         | v | (A)    | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |  |  |
| Restricted<br>Stock Unit                            | \$0 <sup>(2)</sup>  | 02/23/2010                                 |   | Α                            |   | 48,916 |     | (1)  | 02/23/2014         | Common<br>Stock   | 48,916                                 | \$0   | 48,916   | D  |  |  |  |

### Explanation of Responses:

1. The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 150% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest on each of the first four anniversaries of the grant date. The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the average 60 calendar-day closing stock price ending on the vesting date divided by the average 60 calendar-day closing stock price on the grant date]).

2. There is no conversion or exercise price for this stock unit.

Aras Lapinskas, Attorney in Fact for Robert A. Hamm

02/25/2010

\*\* Signature of Reporting Person

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

 $^{\ast}$  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.

Date