

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>RASTETTER WILLIAM H</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	05/04/2004		S		25,000	D	\$58.83	169,651	I	by Trust
Common Stock	05/04/2004		S		80,000	D	\$58.68	89,651	I	by Trust
Common Stock	05/04/2004		M		25,000	A	\$3.6542	185,069	D	
Common Stock	05/04/2004		S		25,000	D	\$58.83	160,069	D	
Common Stock	05/04/2004		M		392,826	A	\$0.5	447,193	D	
Common Stock	05/04/2004		M		33,342	A	\$0.5	480,535	D	
Common Stock	05/04/2004		M		18,285	A	\$0.5	498,820	D	
Common Stock	05/04/2004		M		32,514	A	\$0.4271	531,334	D	
Common Stock	05/04/2004		M		26,907	A	\$3.3542	558,241	D	
Common Stock	05/04/2004		M		9,375	A	\$3.3542	567,616	D	
Common Stock	05/04/2004		M		19,222	A	\$3.5	586,838	D	
Common Stock	05/04/2004		M		19,399	A	\$6.9167	606,237	D	
Common Stock	05/04/2004		M		3,352	A	\$7.7188	609,589	D	
Common Stock								89,651	I	by Trust

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) ⁽¹⁾	\$3.3542	05/04/2004		M			25,000	(2)	01/24/2006	Common Stock	25,000	(1)	160,069	D	
Stock Option (right-to-buy) ⁽¹⁾	\$0.5	05/04/2004		M			392,826	(3)	09/13/2004	Common Stock	392,826	(1)	0	D	
Stock Option (right-to-buy) ⁽¹⁾	\$0.5	05/04/2004		M			33,342	(3)	09/13/2004	Common Stock	33,342	(1)	0	D	
Stock Option (right-to-buy) ⁽¹⁾	\$0.5	05/04/2004		M			18,285	(3)	09/13/2004	Common Stock	18,285	(1)	0	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	Amount or Number of Shares				
Stock Option (right-to-buy) ⁽¹⁾	\$0.4271	05/04/2004		M			32,514	(4)	01/25/2005	Common Stock	32,514	(1)	0	D	
Stock Option (right-to-buy) ⁽¹⁾	\$3.3542	05/04/2004		M			26,907	(2)	01/24/2006	Common Stock	26,907	(1)	133,162	D	
Stock Option (right-to-buy) ⁽¹⁾	\$3.3542	05/04/2004		M			9,375	(2)	01/24/2006	Common Stock	9,375	(1)	240,625	D	
Stock Option (right-to-buy) ⁽¹⁾	\$3.5	05/04/2004		M			19,222	(5)	01/15/2007	Common Stock	19,222	(1)	250,778	D	
Stock Option (right-to-buy) ⁽¹⁾	\$6.9167	05/04/2004		M			19,399	(6)	02/05/2008	Common Stock	19,399	(1)	354,401	D	
Stock Option (right-to-buy) ⁽¹⁾	\$7.7188	05/04/2004		M			3,352	(7)	01/13/2009	Common Stock	3,352	(1)	374,648	D	

Explanation of Responses:

- Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC rule 16-3(d).
- Option becomes exercisable as to 25% of the optioned shares on 1/01/97 and as to the balance of the shares in 36 equal monthly installments thereafter.
- Option became exercisable as follows: 25% of the optioned shares on 9/13/95 and as to the balance of the optioned shares in 36 equal monthly installments thereafter, subject to acceleration in the event the Issuer was to achieve a designated milestone.
- Option becomes exercisable as to 25% of the optioned shares on 1/25/96 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 1/01/98 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 25% of the optioned shares on 1/01/2000 and as to the balance of the shares in 36 equal monthly installments thereafter.

Remarks:

By: [Benjamin S. Harshbarger](#) [05/05/2004](#)
For: [William H. Rastetter](#)

** 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.

POWER OF ATTORNEY

I, the undersigned, a director and/or an executive officer of Biogen Idec Inc., hereby authorize and designate Thomas J. Bucknum, Anne Marie Cook, Jo Ann Taormina, and Benjamin S. Harshbarger and each of them acting alone, as my attorney-in-fact to execute and file on my behalf any and all Forms 3, 4 and 5 (including any amendments thereto) that I may be required to file with the United States Securities and Exchange Commission as a result of my ownership of or transactions in securities of Biogen Idec Inc. The authority granted under this power of attorney shall continue for so long as I am required to file Forms 3, 4 and 5 with regard to my ownership of or transactions in securities of Biogen Idec Inc., unless earlier revoked in writing, but shall terminate automatically as to each individual attorney-in-fact when such person is no longer an employee of Biogen Idec Inc. I acknowledge that the attorneys-in-fact appointed hereunder are not assuming, nor is Biogen Idec Inc. assuming, any of my responsibility to comply with Section 16 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed this 2nd day of February, 2004.

/s/ William H. Rastetter

William H. Rastetter