

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT
under Section 14(d)(1) or Section 13(e)(1) of the Securities Exchange Act of 1934
AMENDMENT NO. 2

BIOGEN IDEC INC.

(Name of Subject Company (Issuer); Name of Filing Persons (Offeror))

Common Stock, \$0.0005 par value
(Including the associated preferred stock purchase rights)
(Title of Class of Securities)

09062X103
(CUSIP Number of Class of Securities)

Susan H. Alexander, Esq.
Executive Vice President, General Counsel and Secretary
Biogen Idec Inc.
14 Cambridge Center
Cambridge, Massachusetts 02142
(617) 679-2000

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)

with copies to:

Keith Higgins and Paul Kinsella
Ropes & Gray LLP
One International Place
Boston, Massachusetts 02110
Telephone: (617) 951-7000
Fax: (617) 951-7050

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$2,765,094,311.05	\$84,888.40

* Estimated solely for purposes of calculating the filing fee pursuant to Rules 0-11 under the Securities Exchange Act of 1934, as amended, based on the product of (x) \$48.85, the average of the high and low sale prices of common shares on the NASDAQ Global Select Market on May 25, 2007 and (y) 56,603,773, the maximum number of shares that will be purchased in the tender offer described in this Schedule TO.

** The fee is calculated as .00307% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$84,888.40

Form or Registration No.: Schedule TO

Filing Party: Biogen Idec Inc.

Date Filed: May 30, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") on May 30, 2007 (the "Schedule TO") and Amendment No. 1 to Schedule TO filed with the SEC on June 20, 2007 by Biogen Idec Inc., a Delaware corporation (the "Company"), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with the Company's offer to purchase for cash up to 56,603,773 shares (the "Shares") of its common stock, \$0.0005 par value per share, including the associated Series X junior participating preferred stock purchase rights issued under the Rights Agreement, dated as of July 22, 1997, between the Company and ChaseMellon Shareholder Services LLC as Rights Agent, as amended and restated (the "Common Stock"), at a price per share not greater than \$53.00 nor less than \$47.00, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 30, 2007 (the "Offer to Purchase") and in the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase, as each may be amended and supplemented from time to time, constitute the "Offer").

This Amendment to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) promulgated under the Exchange Act.

The information in the Offer to Purchase and the related Letter of Transmittal, previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated into this Amendment by reference in answer to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented to add the following:

On June 27, 2007 the Company issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, New York City time, on Tuesday, June 26, 2007. A copy of the press release is filed as Exhibit (a)(5)(A) to this Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS

The information contained in Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented to add the following:

EXHIBIT NUMBER	DOCUMENT
(a)(5)(A)	Press Release issued by Biogen Idec Inc. on June 27, 2007, filed herewith.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BIOGEN IDEC INC.

Dated: June 27, 2007

By: /s/ Susan H. Alexander

Name: Susan H. Alexander

Title: Executive Vice President, General Counsel and
Secretary

EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DOCUMENT</u>
(a)(1)(A)	Offer to Purchase dated May 30, 2007.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Press Release issued on May 29, 2007.*
(a)(1)(G)	Form of Summary Advertisement.*
(a)(5)(A)	Press Release issued on June 27, 2007, filed herewith.
(b)	Term loan commitment letter, dated May 29, 2007, among the Company, Merrill Lynch Capital Corporation and Goldman Sachs Credit Partners L.P.*
(d)(1)	Amended and Restated Certificate of Incorporation, previously filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2003, filed March 10, 2004 and incorporated herein by reference.
(d)(2)	Amended and Restated Rights Agreement dated as of July 26, 2001 between us and Mellon Investor Services LLC, previously filed as Exhibit 4.1 to the Company's Registration Statement on Form 8-A, File No. 0-19311, dated July 27, 2001, and incorporated herein by reference.
(d)(3)	Amendment No. 1 to Amended and Restated Rights Agreement dated as of June 23, 2003 between us and Mellon Investor Services LLC, previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, File No. 0-19311, dated June 23, 2003, and incorporated herein by reference.
(d)(4)	IDEC Pharmaceuticals Corporation 1988 Stock Option Plan, as amended and restated through February 19, 2003, previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 11, 2003 and incorporated herein by reference.
(d)(5)	1993 Non-Employee Directors Stock Option Plan, as amended and restated through February 19, 2003, previously filed as Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 11, 2003 and incorporated herein by reference.
(d)(6)	2003 Omnibus Equity Plan, previously filed as Exhibit 10.73 to the Company's Current Report on Form 8-K, File No. 0-19311, dated November 12, 2003, and incorporated herein by reference.
(d)(7)	2003 Performance Based Management Incentive Plan, previously filed as Exhibit 10.74 to the Company's Current Report on Form 8-K, File No. 0-19311, dated November 12, 2003, and incorporated herein by reference.
(d)(8)	Biogen, Inc. 1985 Non-Qualified Stock Option Plan (as amended and restated through February 7, 2003), previously filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K, File No. 0-12042, for the year ended December 31, 2002, filed March 14, 2003, and incorporated herein by reference.

EXHIBIT NUMBER**DOCUMENT**

- (d)(9) Biogen, Inc. 1987 Scientific Board Stock Option Plan (as amended and restated through February 7, 2003), previously filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K, File No. 0-12042, for the year ended December 31, 2002, filed March 14, 2003, and incorporated herein by reference.
- (d)(10) Employment Agreement between us and James C Mullen, dated June 20, 2003, previously filed as Exhibit 10.2 to the Company's Registration Statement on Form S-4, File No. 333-107098, filed July 16, 2003, and incorporated herein by reference.
- (d)(11) First Amendment to Employment Agreement between the Company and James C. Mullen, dated February 7, 2006, previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 0-19311, filed February 10, 2006, and incorporated herein by reference.
- (d)(12) Employment Agreement between us and William H. Rastetter, dated June 20, 2003, previously filed as Exhibit 10.1 to the Company's Registration Statement on Form S-4, File No. 333-107098, filed July 16, 2003, and incorporated herein by reference.
- (d)(13) Form of letter agreement regarding employment arrangement between us and our Executive Vice Presidents and Senior Vice Presidents, previously filed as Exhibit 10.45 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2003, filed March 10, 2004, and incorporated herein by reference.
- (d)(14) Letter agreement regarding employment arrangement of Peter N. Kellogg, dated June 21, 2000, previously filed as Exhibit 10.43 to the Company's Annual Report on Form 10-K, File No. 0-12042, for the year ended December 31, 2001, filed March 29, 2002, and incorporated herein by reference.
- (d)(15) Amendment to the IDEC Pharmaceuticals Corporation 1988 Stock Option Plan, as amended and restated through February 19, 2003, previously, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended June 30, 2004, filed August 9, 2004, and incorporated herein by reference.
- (d)(16) Amendment to Biogen Idec Inc. Executive Severance Policy — Senior/Executive Vice Presidents, previously, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended June 30, 2004, filed August 9, 2004, and incorporated herein by reference.
- (d)(17) 2005 Omnibus Equity Plan, previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 15, 2005, and incorporated herein by reference.
- (d)(18) 1995 Employee Stock Purchase Plan, previously filed as Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 15, 2005, and incorporated herein by reference.
- (d)(19) Form of Grant Notice (Restricted Stock Units) — September 2005 RSU Grant, previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 0-19311, filed September 15, 2005, and incorporated herein by reference.
- (d)(20) Amendment to the 2003 Omnibus Equity Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No.0-19311, for the quarter ended March 31, 2005, filed April 29, 2005, and incorporated herein by reference.
- (d)(21) Letter regarding relocation arrangement for Mark C. Wiggins, dated September 2, 2004, previously filed as Exhibit 10.52 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2005, filed March 3, 2006, and incorporated herein by reference.

EXHIBIT NUMBER**DOCUMENT**

- (d)(22) Letter regarding employment arrangement of Cecil B. Pickett, dated June 21, 2006, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended September 30, 2006, filed November 9, 2006, and incorporated herein by reference.
- (d)(23) 2006 Non-Employee Directors Equity Plan, previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, dated April 14, 2006, and incorporated herein by reference.
- (d)(24) Amendment No. 1 to the 2006 Non-Employee Directors Equity Plan, previously filed as Exhibit 10.57 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2006, filed February 21, 2007, and incorporated herein by reference.
- (d)(25) Amendment dated April 4, 2006, to 2005 Omnibus Equity Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended March 31, 2007, filed May 3, 2007, and incorporated herein by reference.
- (d)(26) Amendment dated February 12, 2007, to 2005 Omnibus Equity Plan, previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended March 31, 2007, filed May 3, 2007, and incorporated herein by reference.

* Previously filed as an exhibit to the Schedule TO filed with the SEC on May 30, 2007.

Biogen Idec announces preliminary results of its modified “Dutch Auction” tender offer

Cambridge, MA, June 27, 2007 — Biogen Idec Inc. (NASDAQ: BIIB) today announced the preliminary results of its modified “Dutch Auction” tender offer which expired at 12:00 midnight ET on Tuesday, June 26, 2007. Biogen Idec expects to accept for payment an aggregate of 56,428,198 shares of its common stock at a purchase price of \$53 per share, for an aggregate share repurchase of approximately \$3 billion. These shares represent approximately 16.4 percent of the shares outstanding as of June 25, 2007.

Based on a preliminary count by Computershare Trust Co., an aggregate of 56,428,198 shares were properly tendered and not withdrawn at or below \$53, including 27,438,208 shares that were tendered through notice of guaranteed delivery.

The number of shares to be purchased is preliminary. The determination of the final number of shares to be purchased is subject to confirmation by the depository. The actual number of shares validly tendered and not withdrawn will be announced following the completion of the confirmation process. Payment for the shares accepted for purchase will occur promptly thereafter.

Merrill Lynch & Co. and Goldman, Sachs & Co. acted as financial advisors on this transaction. Biogen Idec has also obtained a commitment from Merrill Lynch Capital Corporation and Goldman, Sachs Credit Partners L.P. for up to a \$1.5 billion term loan which will be used to partially finance the tender offer.

About Biogen Idec

Biogen Idec creates new standards of care in therapeutic areas with high unmet medical needs. Founded in 1978, Biogen Idec is a global leader in the discovery, development, manufacturing, and commercialization of innovative therapies. Patients in more than 90 countries benefit from Biogen Idec’s significant products that address diseases such as lymphoma, multiple sclerosis, and rheumatoid arthritis. For product labeling, press releases and additional information about the company, please visit www.biogenidec.com.

For more information contact:

MEDIA CONTACT:

Jose Juves, Director
Public Affairs
(617) 914-6524

INVESTOR CONTACT:

Keith Regnante, Director
Investor Relations
(617) 679-2812