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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 (Date of earliest event reported): February 6, 2009**

**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**  
(Address of principal executive offices)

**02142**  
(Zip Code)

Registrant's telephone number, including area code **(617) 679-2000**

**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 (see General Instruction A.2. below):

- 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 8.01 Other Events.**

On February 6, 2009, Biogen Idec Inc. issued a press release reporting that it had received a notice from Icahn Partners LP and certain of its affiliates for the nomination of four individuals, Alexander J. Denner, Richard C. Mulligan, Thomas J. Deuel and David Sidransky, to Biogen Idec's Board of Directors at the company's 2009 annual meeting of stockholders. The notice also includes proposals to request the Board to change the company's jurisdiction of incorporation to North Dakota and to amend the company's bylaws to set the size of the Board at 13.

A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The exhibits listed on the Exhibit Index immediately preceding such exhibits are furnished as part of this Current Report on Form 8-K.

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**SIGNATURES**

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

**Biogen Idec Inc.**

By: /s/ Robert A. Licht

Robert A. Licht

Vice President and Assistant Secretary

Date: February 6, 2009

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**EXHIBIT INDEX**

Exhibit  
Number

Description

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99.1 Biogen Idec's press release dated February 6, 2009.

The Biogen Idec logo consists of the words "biogen idec" in a lowercase, sans-serif font. The text is enclosed within a stylized rectangular border that has a slight 3D effect, with the top and bottom lines being slightly offset from the left and right lines.**For More Information Contact:****Biogen Idec Media Contact:**

Naomi Aoki  
Director, Public Affairs  
(617) 914-6524

**Biogen Idec Investor Relations Contact:**

Eric Hoffman  
Director, Investor Relations  
(617) 679-2812

**BIOGEN IDEC RECEIVES SHAREHOLDER PROPOSAL**

CAMBRIDGE, MA, February 6, 2009 — Biogen Idec (NASDAQ: BIIB) today announced that it received notice from Icahn Partners LP and certain of its affiliates for the nomination of four individuals, Alexander J. Denner, Richard C. Mulligan, Thomas J. Deuel, and David Sidransky to Biogen Idec's Board of Directors at the Company's 2009 Annual Meeting.

The notice also includes proposals to request the Board to change the Company's jurisdiction of incorporation to North Dakota and to amend the Company's bylaws to set the size of the Board at 13.

Biogen Idec's Board will review the notice and consider it in light of the best interests of all shareholders of the Company.

**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](http://www.biogenidec.com).

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**Important Information**

Biogen Idec and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from the stockholders of Biogen Idec in connection with the Company's 2009 annual meeting of stockholders. Information concerning the interests of participants in the solicitation of proxies will be included in any proxy statement filed by Biogen Idec in connection with the Company's 2009 annual meeting of stockholders.

In addition, Biogen Idec files annual, quarterly and special reports with the Securities and Exchange Commission (the "SEC"). The proxy statements and other reports, when available, can be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) or from Biogen Idec at [www.biogenidec.com](http://www.biogenidec.com). Biogen Idec stockholders are advised to read carefully any proxy statement filed in connection with the Company's 2009 annual meeting of stockholders when it becomes available before making any voting or investment decision. The Company's proxy statement will also be available for free by writing to Biogen Idec Inc., 14 Cambridge Center, Cambridge, MA 02142. In addition, copies of the proxy materials may be requested from our proxy solicitor, Innisfree M&A Incorporated, by toll-free telephone at (877) 750-5836 or by e-mail at [info@innisfreema.com](mailto:info@innisfreema.com).

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