

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>DUNN JOHN MICHAEL</u>  (Last) (First) (Middle) 3030 CALLAN RD  (Street) SAN DIEGO CA 92121  (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) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP - New Ventures</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/06/2004		A		10,990	A	\$0 <sup>(1)</sup>	11,609.25	D	
Common Stock								160	I	by 401k Plan

**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
NQ Stock Option (right to buy)	\$43.5	02/06/2004		A		32,970		(2)	02/06/2014	Common Stock	32,970	(3)	32,970	D	

**Explanation of Responses:**

1. Restricted stock which fully vests on the third anniversary of the grant date of 02/06/2004.
2. The stock option becomes exercisable in four (4) equal annual installments on 12/31/04, 12/31/05, 12/31/06 and 12/31/07.
3. Granted under Issuer's 2003 Omnibus Equity Plan, in an exempt transaction under SEC rule 16b-3(d).

Benjamin S. Harshbarger, 02/10/2004  
Attorney-in-fact

\*\* 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 5th day of February, 2004.

/s/ John M. Dunn\_\_\_\_\_

John M. Dunn