SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Cook Anne Marie	2. Date of Event Requiring Statement (Month/Day/Year) 03/09/2005		3. Issuer Name and Ticker or Trading Symbol <u>BIOGEN IDEC INC</u> [BIIB]				
(Last) (First) (Middle) 14 CAMBRIDGE CENTER	03/03/2003		4. Relationship of Reporting Persor (Check all applicable) Director	n(s) to Issue 10% Owne	(Mor	Amendment, Da hth/Day/Year)	ate of Original Filed
			X Officer (give title below)	Other (spe below)		dividual or Joint icable Line)	/Group Filing (Check
(Street)			Acting General Co	ounsel	_ · · ·	Form filed by	y One Reporting Person
CAMBRIDGE MA 02142						Form filed by Reporting P	y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			Beneficially Owned (Instr. 4)			Nature of Indirect Beneficial Ownership str. 5)	
Common Stock			9,191.9223 ⁽¹⁾	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right-to-buy)	09/22/1996 ⁽²⁾	09/22/2005	5 Common Stock	11,500	11.73	D	
Stock Option (right-to-buy)	12/06/1997 ⁽³⁾	12/06/2006	5 Common Stock	8,050	16.9	D	
Stock Option (right-to-buy)	12/12/1998 ⁽⁴⁾	12/12/2007	7 Common Stock	9,200	15.54	D	
Stock Option (right-to-buy)	12/11/1999 ⁽⁵⁾	12/11/2008	3 Common Stock	9,200	35.42	D	
Stock Option (right-to-buy)	12/09/2000 ⁽⁶⁾	12/09/2009	O Common Stock	5,750	62.28	D	
Stock Option (right-to-buy)	04/28/2001 ⁽⁷⁾	04/28/2010	Common Stock	2,875	49.67	D	
Stock Option (right-to-buy)	12/15/2001 ⁽⁸⁾	12/15/2010	Common Stock	5,750	45.46	D	
Stock Option (right-to-buy)	12/14/2002 ⁽⁹⁾	12/14/2011	1 Common Stock	13,455	49.03	D	
Stock Option (right-to-buy)	12/06/2003 ⁽¹⁰⁾	12/06/2012	2 Common Stock	15,410	37.45	D	
Stock Option (right-to-buy)	02/06/2005 ⁽¹¹⁾	12/06/2014	4 Common Stock	13,000	43.5	D	
Stock Option (right-to-buy)	02/17/2006 ⁽¹²⁾	02/17/2015	5 Common Stock	9,500	67.57	D	

Explanation of Responses:

1. Number of directly held shares consists of 2291.9223 shares acquired through the Issuer's Employee Stock Purchase Plan, and grants of 4000 and 2900 shares of restricted stock which fully vest on 02/06/2007 and 02/17/2008, respectively.

2. The stock option became exercisable in six (6) equal annual installments, commencing one year after the grant date of 09/22/95.

The stock option became exercisable in six (6) equal annual installments, commencing one year after the grant date of 12/06/96.
The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/12/97.

5. The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/11/98.

The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/09/99.
The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/09/99.

The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 04/28/00.
The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 04/28/00.

8. The stock option became exercisable in five (5) equal annual installments, commencing one year after the grant date of 12/15/00.

9. The stock option becomes exercisable in four (4) equal annual installments, commencing one year after the grant date of 12/14/01.

10. The stock option becomes exercisable in four (4) equal annual installments, commencing one year after the grant date of 12/06/02.

11. The stock option becomes exercisable in four(4) equal annual installments, commencing one year after the grant date of 02/06/04.

12. The stock option becomes exercisable in four (4) equal annual installments, commencing one year after the grant date of 02/17/05.

Remarks:

<u>By: Benjamin S. Harshbarger;</u> For:Anne Marie Cook

03/18/2005

** 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 5 (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.

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Benjamin S. Harshbarger, Jo Ann Taormina and Kevin M. Foley as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute,

acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Biogen Idec Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain,

as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The

undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor

such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all

intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of March, 2005. Cook

Anne Marie Cook