SEC Form 4

Common Stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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1 Name and Addres	s of Reporting Per	2. Issue	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
1. Name and Address of Reporting Person [*] SCHNEIER CRAIG ERIC				<u>GEN IDEC I</u>	<u>VC.</u> []	BIIB]	(Check	all applicable)	10% C				
(Last) 14 CAMBRIDG	(First) E CENTER		3. Date of Earliest Transaction (Month/Day/Year) 02/12/2008						X Officer (give title Other (specify below) below) EVP, HR, Public Affairs & Comm					
(Street) CAMBRIDGE MA 02142 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)						 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 				
		Table I - Non-Dei	rivative S	Securities Acq	uired,	Disp	oosed of, o	or Ben	eficially	Owned				
1. Title of Security	(Instr. 3)	2. Tra Date	rivative S nsaction th/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	ction	4. Securities Disposed Of	Acquired	(A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
1. Title of Security	(Instr. 3)	2. Tra Date	nsaction	2A. Deemed Execution Date, if any	3. Transa Code (ction	4. Securities	Acquired	(A) or	5. Amount of Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
1. Title of Security	(Instr. 3)	2. Tra Date (Mont	nsaction	2A. Deemed Execution Date, if any	3. Transa Code (8)	ction Instr.	4. Securities Disposed Of	Acquired (D) (Instr.	(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	Indirect Beneficial Ownership		
	(Instr. 3)	2. Tra Date (Mont	nsaction :h/Day/Year)	2A. Deemed Execution Date, if any	3. Transa Code (8) Code	ction Instr.	4. Securities Disposed Of Amount	Acquired (D) (Instr. (A) or (D)	(A) or 3, 4 and 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership		
Common Stock	(Instr. 3)	2. Tra Date (Mont 02/ 02/	nsaction h/Day/Year) 12/2008	2A. Deemed Execution Date, if any	3. Transa Code (8) Code	ction Instr.	4. Securities Disposed Of Amount 1,656	Acquired (D) (Instr. (A) or (D) D	(A) or 3, 4 and 5) Price \$60.56	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 21,298.85	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership		

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\$60.57

\$60.65

\$60.67

\$60.75

\$60.76

\$60.77

\$60.78

\$60.83

\$60.84

\$60.91

\$60.97

\$60.98

\$<mark>61</mark>

\$61.01

\$61.03

\$61.06

\$61.07

\$61.09

\$61.11

\$61.13

\$61.14

\$61.16

\$61.17

\$61.19

\$61.2

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30,523.85

30,123.85

29,523.85

28,823.85

28,389.85

27,789.85

27,189.85

26,389.85

26,189.85

25,589.85

25,389.85

24,989.85

23.989.85

23,889.85

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22,589.85

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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)	Transaction Derivative Exp Code (Instr. Securities (Mo		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	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		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$49.31	02/12/2008		M ⁽¹⁾			9,725	(2)	02/12/2017	Common Stock	9,725	\$0.00 ⁽³⁾	29,175	D	
Stock Option (right to buy)	\$60.56	02/12/2008		A		39,320		(4)	02/11/2018	Common Stock	39,320	\$0.00⁽³⁾	39,320	D	

Explanation of Responses:

1. Exercise/sale pursuant to a trading plan intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934.

2. The stock option becomes exercisable in four (4) equal annual installments, commencing one year after the grant date of 02/12/07.

3. Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC Rule 16(b)-3(d).

4. The stock options become exercisable in four (4) equal annual installments, commencing one year after the grant date of 02/12/2008.

Remarks:

Robert A. Licht, Attorney in
Fact for Craig E. Schneier02/14/2008

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.