

MEDIMMUNE INC /DE
Form 424B7
October 27, 2006

**Filed Pursuant to Rule 424(b)7
Registration No. 333-137720**

**PROSPECTUS SUPPLEMENT
(To Prospectus dated September 29, 2006)**

\$1,150,000,000

\$575,000,000 principal amount 1.375% Convertible Senior Notes due 2011

\$575,000,000 principal amount 1.625% Convertible Senior Notes due 2013

Common Stock

This prospectus supplement covers resales by holders of our 1.375% convertible senior notes due 2011, or the 2011 notes, and our 1.625% convertible senior notes due 2013, or the 2013 notes, and shares of our common stock issueable on conversion of the 2011 notes and the 2013 notes.

This Prospectus Supplement must be read in conjunction with the Prospectus dated September 29, 2006.

Investing in the notes and the common stock issuable upon conversion of the notes involves risks. See Risk factors beginning on page 7 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 27, 2006.

Selling securityholders

The information in the table below should be considered in addition to the information appearing in the Prospectus under the heading "Selling Securityholders" and is based on information provided to us by the selling securityholders as of October 26, 2006:

Name	2011 Notes	2013 Notes	Principal Amount of Notes Beneficially Owned and Offered (1)	Common Stock Issuable Upon Conversion of the Notes (2)	Common Stock Owned After Completion of the Offering (3)
1976 Distribution Trust FBO A.R. Lauder	5,000		5,000	149	
2000 Revocable Trust FBO A.R. Lauder	5,000		5,000	149	
Advent Convertible Master Fund LP	11,290,000	9,032,000	20,322,000	609,007	
Alcon Laboratories	456,000		456,000	13,665	
Allstate Insurance Company	5,700,000		5,700,000	170,817	
Allstate Life Insurance Company	9,100,000		9,100,000	272,707	
Argent LowLev Convertible Arbitrage Fund, LLC		500,000	500,000	14,983	
Arlington County Employees Retirement System	654,000		654,000	19,599	
Aviva Life Insurance Co.		1,700,000	1,700,000	50,945	
Banc of America Securities LLC	2,092,000	10,000,000	12,092,000	362,371	
BNP Parabis Arbitrage	10,000,000	2,500,000	12,500,000	374,598	
British Virgin Islands Social Security Board	151,000		151,000	4,525	
Chrysler Corporation Master Retirement Trust	6,555,000		6,555,000	196,439	
Citadel Equity Fund Ltd.	19,000,000	117,500,000	136,500,000	4,090,618	
Citigroup Global Markets Inc.		2,500,000	2,500,000	74,919	
City University of New York	130,000		130,000	3,895	
Credit Industriel et Commercial	6,500,000	6,500,000	13,000,000	389,582	
Delaware Public Employees Retirement System	2,670,000		2,670,000	80,014	
Delta Air Lines Master Trust - CV	1,185,000		1,185,000	35,511	
Delta Pilots Disability & Survivorship Trust - CV	795,000		795,000	23,824	
FFVA Mutual Insurance Company	37,000	25,000	62,000	1,858	
F.M. Kirby Foundaiton, Inc.	1,170,000		1,170,000	35,062	
Forest Global Convertible Master Fund, L.P.	10,660,000		10,660,000	319,457	
Forest Multi Strategy Master Fund SPC, on behalf of its Multi Strategy Segregated Portfolio	515,000		515,000	15,433	
Georgia Municipal Employee Benefit System	574,000	590,000	1,164,000	34,882	
Goldman, Sachs & Co.		9,200,000	9,200,000	275,704	
The Grable Foundation	71,000		71,000	2,127	
Grady Hospital	125,000		125,000	3,745	

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HFR CA Global Opportunity Master Trust	4,270,000		4,270,000	127,962
HFR Convertible Arbitrage	766,000		766,000	22,955
HFR Convertible Master Fund LP		613,000	613,000	18,370
HFR RVA Select Performance Master Trust	732,000		732,000	21,936
Independence Blue Cross	644,000		644,000	19,299
Institutional Benchmarks Master Fund Ltd.	2,118,000		2,118,000	63,472
Institutional Benchmarks Series (Master Feeder) Limited in respect of Electra Series	770,000		770,000	23,075
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust	635,000		635,000	19,029
International Truck & Engine Corporation Retiree Health Benefit Trust	380,000		380,000	11,387
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust	345,000		345,000	10,338
JP Morgan Securities Inc.	3,500,000		3,500,000	104,887
Lyxor Convertible Arbitrage Fund	444,000	355,000	799,000	23,944
Lyxor / Forest Fund Limited	14,426,000		14,426,000	432,316
Medical Liability Mutual Insurance Co.		20,500,000	20,500,000	614,341
Merrill Lynch, Pierce, Fenner and Smith	9,500,000		9,500,000	284,695
Microsoft Capital Group, L.P.	655,000		655,000	19,628
Morgan Stanley Convertible Securities Trust		1,925,000	1,925,000	57,688
New Orleans Firefighters	76,000		76,000	2,277
The Northwestern Mutual Life Insurance Company	5,000,000		5,000,000	149,839
Occidental Petroleum	290,000		290,000	8,690
OCM Convertible Trust	1,995,000		1,995,000	59,785
OCM Global Convertible Securities Fund	710,000		710,000	21,277
Ohio Insurance Company		1,075,000	1,075,000	32,215
Partners Group Alternative Strategies PCC Limited, Rea Delta Cell	1,100,000		1,100,000	32,964
Partners Reinsurance Company Ltd.	1,440,000		1,440,000	43,153
Police and Firemen of the City of Detroit	472,000		472,000	14,144

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Princeton Medical Mutual Insurance Co.	3,625,000	3,625,000	108,633
Pro Mutual	825,000	825,000	24,723
Quattro Fund Ltd.	8,030,000	8,030,000	240,642
Quattro Multistrategy Masterfund LP	1,100,000	1,100,000	32,964
Qwest Occupational Health Trust	465,000	465,000	13,935
Qwest Pension Trust	1,545,000	1,545,000	46,300
Royal Bank of Canada	17,000,000	17,000,000	509,454
San Francisco Public Employees Retirement System	1,293,000	1,293,000	38,748
The Travelers Indemnity Company	2,645,000	2,645,000	79,265
Trustmark Insurance	303,000	303,000	9,080
UBS Securities LLC	3,400,000	19,185,000	22,585,000
Unum Provident Corporation	945,000	945,000	28,319
Van Kampen Harbor Fund	3,575,000	3,575,000	107,135
Vanguard Convertible Securities Fund, Inc.	11,570,000	11,570,000	346,728
Virginia Retirement System	5,195,000	5,195,000	155,683

- (1) Assumes offer and sale of all notes and shares, although selling securityholders are not obligated to sell any notes or shares of common stock.
- (2) Share amounts assume conversion of the notes, at the initial conversion rate of 29.9679 shares per \$1,000 principal amount of notes.

None of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years. UBS Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated have in the past and may in the future provide financial advisory and other services to us and our affiliates. The selling securityholders purchased all of the notes in private transactions on or after June 28, 2006. All of the notes were restricted securities under the Securities Act prior to this registration.

Information concerning the selling securityholders may change from time to time and any changed information will be set forth in supplements to this prospectus if and when necessary. In addition, the conversion rate and therefore, the number of shares of common stock issuable upon conversion of the notes, is subject to adjustment under certain circumstances. Accordingly, the number of shares of common stock into which the notes are convertible may increase or decrease.