

MATSUI CONNIE
Form 4/A
January 05, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATSUI CONNIE

2. Issuer Name and Ticker or Trading Symbol
BIOGEN IDEC INC [BIIB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14 CAMBRIDGE CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, Corp. Strategy and Comm.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/20/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

CAMBIRDGE, MA 02142

(City) (State) (Zip)

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	(D)	Price
Common Stock	10/12/2005		M		38,771	A	\$ 7.7188 175,596
Common Stock	10/12/2005		S ⁽¹⁾		18,771	D	\$ 36.3606 156,825
Common Stock	10/12/2005		S ⁽¹⁾		2,500	D	\$ 36.5 154,325
Common Stock	10/12/2005		S ⁽¹⁾		7,500	D	\$ 36.53 146,825
Common Stock	10/12/2005		S ⁽¹⁾		2,500	D	\$ 36.6 144,325

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Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.67	141,825	D	
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	5,000	D	\$ 36.74	136,825	D	
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	5,000	D	\$ 36.74	70,839	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.67	68,339	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.6	65,839	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	7,500	D	\$ 36.55	58,339	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	2,500	D	\$ 36.5	55,839	I	by Trust
Common Stock	10/12/2005	<u>S</u> ⁽¹⁾	16,229	D	\$ 36.3606	39,610	I	by Trust
Common Stock						43,055	I	by Trusts
Common Stock						11,666.7331	D	

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right-to-buy) <u>(2)</u>	\$ 7.7188	10/12/2005		S	38,771	<u>(3)</u>	01/13/2009	Common Stock	38,771

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATSUI CONNIE 14 CAMBRIDGE CENTER CAMBIRDGE, MA 02142			EVP, Corp. Strategy and Comm.	

Signatures

By: Benjamin S. Harshbarger; For: Connie L.
Matsui

01/05/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Sale pursuant to a trading plan intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC rule 16(b)-3(d).
- (3) Option became exercisable as to 25% of the optioned shares on 1/01/2000 and as to the balance of the shares in 36 equal monthly installments thereafter.

Remarks:

This Form 4/A amends the Form 4 submitted on 12/20/2005. All transactions reported on this form were made pursuant to a t

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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