

PROTEIN DESIGN LABS INC/DE  
Form 4/A  
June 27, 2005

**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 \*  
**LINK MAX**

2. Issuer Name and Ticker or Trading Symbol  
**PROTEIN DESIGN LABS INC/DE [PDLI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/08/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O PROTEIN DESIGN LABS, INC., 34801 CAMPUS DRIVE**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/10/2005**

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

**FREMONT, CA 94555**

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|--|------------------------|

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| Security<br>(Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year)       | (Instr. 3 and 4) | Security<br>(Instr. 5) |                    |              |  |      |
|--------------------------------------|---|-------------------------|--------------------|---|------------------------|------------------|------------------------|--------------------|--------------|--|------|
| Stock<br>Option<br>(right to<br>buy) |   |                         | Code               | V   | (A)                    | (D)              | Date<br>Exercisable    | Expiration<br>Date | Title        | Amount<br>or<br>Number<br>of<br>Shares |      |
| Stock Option (right to buy)          | \$ 18.28  | 06/08/2005              | A                  |   | <u>0</u><br><u>(1)</u> |                  | <u>(2)</u>             | 06/08/2015         | Common Stock | <u>0</u><br><u>(1)</u>                 | \$ 0 |
| Stock Option (right to buy)          | \$ 18.28  | 06/08/2005              | A                  |   | <u>0</u><br><u>(1)</u> |                  | <u>(3)</u>             | 06/08/2015         | Common Stock | <u>0</u><br><u>(1)</u>                 | \$ 0 |
| Stock Option (right to buy)          | \$ 18.28  | 06/08/2005              | A                  |   | <u>0</u><br><u>(1)</u> |                  | <u>(3)</u>             | 06/08/2015         | Common Stock | <u>0</u><br><u>(1)</u>                 | \$ 0 |
| Stock Option (right to buy)          | \$ 18.28  | 06/08/2005              | A                  |   | <u>0</u><br><u>(1)</u> |                  | <u>(3)</u>             | 06/08/2015         | Common Stock | <u>0</u><br><u>(1)</u>                 | \$ 0 |
| Stock Option (right to buy)          | \$ 18.28  | 06/08/2005              | A                  |   | <u>0</u><br><u>(1)</u> |                  | <u>(3)</u>             | 06/08/2015         | Common Stock | <u>0</u><br><u>(1)</u>                 | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LINK MAX<br>C/O PROTEIN DESIGN LABS, INC.<br>34801 CAMPUS DRIVE<br>FREMONT, CA 94555 | X             |           |         |       |

## Signatures

/s/ Glen Y. Sato by Glen Y. Sato, Attorney in Fact for Max Link 06/27/2005

\_\_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) Acquisition of options previously reported on 6/10/2005. Amendment filed to attach Exhibit 24: Power of Attorney dated as of May 19, 2005.
- (2) Options vest 1/12 per month over one (1) year from the date of the grant. Only vested options are exercisable.
- (3) Options vest 1/12 per month over one (1) year from July 1, 2005. Only vested options are exercisable.

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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