

MURRAY RICHARD /CA/
Form 4
September 08, 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 *
MURRAY RICHARD /CA/

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)
09/06/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & CSO

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

(Street)

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

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 Following 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)	Price		
Common Stock	09/06/2005		M	6,563 A	\$ 7.85 45,583	D	
Common Stock	09/06/2005		M	3,437 A	\$ 15.25 49,020	D	
Common Stock	09/06/2005		S ⁽¹⁾	100 D	\$ 28.72 48,920	D	
Common Stock	09/06/2005		S ⁽¹⁾	500 D	\$ 28.73 48,420	D	
Common Stock	09/06/2005		S ⁽¹⁾	100 D	\$ 28.74 48,320	D	

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Common Stock	09/06/2005	S ⁽¹⁾	5,863	D	\$ 28.75	42,457	D
Common Stock	09/06/2005	S ⁽¹⁾	2,237	D	\$ 28.75	40,220	D
Common Stock	09/06/2005	S ⁽¹⁾	1,200	D	\$ 28.99	39,020	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 7.85	09/06/2005		M	6,563	⁽²⁾ 04/02/2013	Common Stock	6,563
Employee Stock Option (Right to Buy)	\$ 15.25	09/06/2005		M	3,437	⁽²⁾ 07/23/2014	Common Stock	3,437

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRAY RICHARD /CA/ C/O PROTEIN DESIGN LABS, INC. 34801 CAMPUS DRIVE			Sr. VP & CSO	

FREMONT, CA 94555

Signatures

/s/ Glen Y. Sato by Glen Y. Sato, Attorney in Fact for Richard
Murray

09/08/2005

__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) Sale was made pursuant to a 10b5-1 plan established by the reporting person.

(2) Options vest 1/4 on the first anniversary of the vesting date and thereafter vest 1/48 per month. 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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