Mathers Edward T Form 4 February 07, 2006

FORM 4

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

OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mathers Edward T

2. Issuer Name and Ticker or Trading Symbol

MEDIMMUNE INC /DE [MEDI]

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/03/2006

(Check all applicable)

Director X_ Officer (give title below)

10% Owner Other (specify

C/O MEDIMMUNE, INC., ONE MEDIMMUNE WAY

(Street)

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

6. Individual or Joint/Group Filing(Check

SVP, Corporate Dev.

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GAITHERSBURG, MD 20878

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` '	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)
Common Stock	02/03/2006		M	22,500	A	\$ 24.17	22,500	D	
Common Stock	02/03/2006		M	17,500	A	\$ 23.45	40,000	D	
Common Stock	02/03/2006		S	40,000	D	\$ 32.5855	0	D	

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

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number.

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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 24.17	02/03/2006		M	22,500	07/08/2003	07/08/2012	Common Stock	22,500
Stock Option (Right to buy)	\$ 23.45	02/03/2006		M	17,500	04/20/2003	02/20/2013	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Mathers Edward T C/O MEDIMMUNE, INC. ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878

SVP, Corporate Dev.

Signatures

/s/ William C. Bertrand, Jr.
Attorney-in-Fact
02/07/2006

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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