

MEDIMMUNE INC /DE

Form 424B7

February 28, 2007

**PROSPECTUS SUPPLEMENT**

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

Filed Pursuant to Rule 424(b)7

Registration No. 333-137720

**\$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 issuable 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 February 28, 2007.

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**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 February 27, 2007:

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(1)		
American Express Funds - Convertible Bonds		100,000		100,000			2,996				
Merrill Lynch, Pierce, Fenner & Smith		8,690,000		8,690,000			260,421				
Old Lane Cayman Master Fund LP	8,704,000	6,230,000		14,934,000			447,540				
Old Lane HMA Master Fund LP	2,093,000	1,630,000		3,723,000			111,570				
Old Lane U.S. Master Fund LP	3,103,000	2,140,000		5,243,000			157,121				
Partners Group Alternative Strategies PCC LTD		24,680,000		24,680,000			739,607				

(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.