

CONNOR EDWARD M
Form 4
June 19, 2007

FORM 4

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

OMB APPROVAL

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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 *
CONNOR EDWARD M

(Last) (First) (Middle)

ONE MEDIMMUNE WAY

(Street)

GAITHERSBURG, MD 20878

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDIMMUNE INC /DE [MEDI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, CMO

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

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 Indirect Beneficial 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (right to buy)	\$ 8.29	06/18/2007	D		60,000	<u>(1)</u>	02/25/2008	Common Stock	60,000
Stock Option (right to buy)	\$ 18.91	06/18/2007	D		45,000	<u>(2)</u>	02/24/2009	Common Stock	45,000
Stock Option (right to buy)	\$ 38.69	06/18/2007	D		40,000	<u>(3)</u>	02/15/2011	Common Stock	40,000
Stock Option (right to buy)	\$ 36.92	06/18/2007	D		10,000	<u>(4)</u>	05/11/2011	Common Stock	10,000
Stock Option (right to buy)	\$ 41.41	06/18/2007	D		75,000	<u>(5)</u>	02/21/2012	Common Stock	75,000
Stock Option (right to buy)	\$ 25.4	06/18/2007	D		15,000	<u>(6)</u>	07/19/2012	Common Stock	15,000
Stock Option (right to buy)	\$ 29.34	06/18/2007	D		90,000	<u>(7)</u>	02/20/2013	Common Stock	90,000
Stock Option (right to buy)	\$ 23.45	06/18/2007	D		75,000	<u>(8)</u>	03/04/2014	Common Stock	75,000
Stock Option (right to buy)	\$ 23.13	06/18/2007	D		25,000	<u>(9)</u>	08/24/2014	Common Stock	25,000
Stock Option (right to buy)	\$ 24.17	06/18/2007	D		100,000	<u>(10)</u>	02/15/2015	Common Stock	100,000

buy)

Stock

Option (right to buy)	\$ 36.78	06/18/2007	D	100,000	<u>(11)</u>	02/22/2016	Common Stock	100,000
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Stock

Option (right to buy)	\$ 31.25	06/18/2007	D	80,000	<u>(12)</u>	02/14/2017	Common Stock	80,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOR EDWARD M ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878			Executive VP, CMO	

Signatures

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

06/19/2007

 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) This option, which provided for vesting in four equal annual installments beginning on 2/25/1999, was cancelled pursuant to the merger agreement between the issuer and AstraZeneca PLC in exchange for a cash payment of \$49.71 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(2) This option, which provided for vesting in four equal annual installments beginning on 2/24/2000, was cancelled in the merger in exchange for a cash payment of \$39.09 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(3) This option, which provided for vesting in equal quarterly installments beginning 5/15/2001, was cancelled in the merger in exchange for a cash payment of \$19.31 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(4) This option, which provided for vesting in equal quarterly installments beginning 8/11/2001, was cancelled in the merger in exchange for a cash payment of \$21.08 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(5) This option, which provided for vesting in equal quarterly installments beginning 05/21/2002, was cancelled in the merger in exchange for a cash payment of \$16.59 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(6) This option, which provided for vesting in equal quarterly installments beginning 10/19/2002, was cancelled in the merger in exchange for a cash payment of \$32.60 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(7) This option, which provided for vesting in equal quarterly installments beginning 5/20/2003, was cancelled in the merger in exchange for a cash payment of \$28.66 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(8) This option, which provided for vesting in equal quarterly installments beginning 6/4/2004, was cancelled in the merger in exchange for a cash payment of \$34.55 per share, representing the difference between the exercise price of the option and \$58.00 per share.

(9) This option, which provided for vesting in equal quarterly installments beginning 11/25/2004, was cancelled in the merger in exchange for a cash payment of \$34.87 per share, representing the difference between the exercise price of the option and \$58.00 per share.

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- (10) This option, which provided for vesting in equal quarterly installments beginning 05/16/2005, was cancelled in the merger in exchange for a cash payment of \$33.83 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- (11) This option, which provided for vesting in equal quarterly installments beginning 05/23/2006, was cancelled in the merger in exchange for a cash payment of \$21.22 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- (12) This option, which provided for vesting in equal quarterly installments beginning 5/15/2008, was cancelled in the merger in exchange for a cash payment of \$26.75 per share, representing the difference between the exercise price of the option and \$58.00 per share.

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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