

Gagnon Robert E.
Form 4
February 25, 2011

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 *
Gagnon Robert E.

(Last) (First) (Middle)
BIOGEN IDEC INC., 133 BOSTON POST ROAD
(Street)

WESTON, MA 02493

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BIOGEN IDEC INC. [BIIB]

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2011

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)
Chief Acct Officer VP & Contr

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/23/2011 | | M | | 815 | A | \$ 0 | 11,352 | D |
| Common Stock | 02/23/2011 | | M | | 191 | A | \$ 0 | 11,543 | D |
| Common Stock | 02/23/2011 | | F | | 259 | D | \$ 66.76 | 11,284 | D |
| Common Stock | 02/23/2011 | | F | | 61 | D | \$ 66.76 | 11,223 | D |
| Common Stock | 02/24/2011 | | M ⁽¹⁾ | | 1,054 | A | \$ 49.65 | 12,277 | D |

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| | | | | | | | | |
|-----------------|------------|--|-------------------------|-------|---|-----------------------|--------|---|
| Common Stock | 02/24/2011 | | <u>S</u> ⁽¹⁾ | 1,054 | D | \$ 66.9886 | 11,223 | D |
| | | | | | | <u>(2)</u> <u>(3)</u> | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 ⁽⁴⁾ | 02/23/2011 | | M | 815 | ⁽⁵⁾ 02/23/2014 | Common Stock | 815 |
| Restricted Stock Unit | \$ 0 ⁽⁴⁾ | 02/23/2011 | | M | 191 | ⁽⁵⁾ 02/23/2014 | Common Stock | 191 |
| Restricted Stock Unit | \$ 0 ⁽⁴⁾ | 02/23/2011 | | J | 217 | ⁽⁵⁾ 02/23/2014 | Common Stock | 0 |
| Stock Option (Right to Buy) | \$ 49.65 | 02/24/2011 | | <u>M</u> ⁽¹⁾ | 1,054 | ⁽⁶⁾ 02/24/2019 | Common Stock | 1,054 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gagnon Robert E. BIOGEN IDEC INC. 133 BOSTON POST ROAD WESTON, MA 02493 | | | Chief Acct Officer VP & Contr | |

Signatures

Aras Lapinskas, Attorney in Fact for Robert E.
Gagnon

02/25/2011

__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) Exercise/sale pursuant to a trading plan intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934.
 - (2) This represents the weighted average price for shares sold at a range between \$66.81 (low) and \$67.23 (high).
 - (3) Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or a security holder of the issuer.
 - (4) There is no conversion or exercise price for this stock unit.
- The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 150% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest on each of the first four anniversaries of the grant date.
- (5) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the average 60 calendar-day closing stock price ending on the vesting date divided by the average 60 calendar-day closing stock price on the grant date]).
 - (6) The stock options become exercisable in four (4) equal annual installments commencing one year after the grant date of 02/24/09.

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.