

Mathers Edward T
Form 3
May 31, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* ^ Mathers Edward T		(Month/Day/Year)	MEDIMMUNE INC /DE [MEDI]	
(Last)	(First)	(Middle)	05/19/2005	
ONE MEDIMMUNE WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
GAITHERSBURG, MD 20878			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP, Corporate Development	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Stock Options (Right to buy)	Â (1)	03/04/2014	Common Stock	40,000	\$ 23.45	D	Â
Stock Options (Right to buy)	Â (2)	07/08/2012	Common Stock	60,000	\$ 24.17	D	Â
Stock Options (Right to buy)	Â (3)	02/15/2015	Common Stock	80,000	\$ 24.17	D	Â
Stock Options (Right to buy)	Â (4)	02/20/2013	Common Stock	18,000	\$ 29.34	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathers Edward T ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878	Â	Â	Â SVP, Corporate Development	Â

Signatures

William C. Bertrand, Jr., as attorney-in-fact 05/31/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Grant exercisable in quarterly installments over four years, starting from 03/04/2004, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.
 - (2) Grant exercisable in quarterly installments over four years, starting from 07/08/2002, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.
 - (4) Grant exercisable in quarterly installments over four years, starting from 02/20/2003, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.
 - (3) Grant exercisable in quarterly installments over four years, starting from 02/16/2005, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.

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.