

BIOGEN IDEC INC.

Form 4

February 17, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holtzman Steven H

(Last) (First) (Middle)

BIOGEN IDEC INC., 225 BINNEY  
STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

EVP Corporate Development

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	02/12/2015		M		2,142	A	\$ 0	6,669	D
Common Stock	02/12/2015		F		1,009	D	\$ 392.11	5,660	D
Common Stock	02/12/2015		M		1,492	A	\$ 0	7,152	D
Common Stock	02/12/2015		F		703	D	\$ 392.11	6,449	D

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 (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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit	\$ 0	02/12/2015		M	2,142	<u>(1)</u>	02/12/2017	Common Stock	2,142
Restricted Stock Unit	\$ 0	02/12/2015		M	1,492	<u>(2)</u>	02/12/2017	Common Stock	1,492
Restricted Stock Unit	\$ 0	02/12/2015		J	954 (3)	<u>(2)</u>	02/12/2017	Common Stock	954

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holtzman Steven H BIOGEN IDEC INC. 225 BINNEY STREET CAMBRIDGE, MA 02142	EVP Corporate Development

## Signatures

Matthew S. Gilman, Attorney-in-Fact for Steven H. Holtzman

02/17/2015

\_\_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) 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. The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock

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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]).

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date.

- (2) 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 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).
- (3) This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.

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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