

MEDIMMUNE INC /DE  
 Form 4/A  
 November 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**YOUNG JAMES F**

(Last) (First) (Middle)

**C/O MEDIMMUNE, INC., 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)  
**11/14/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/07/2006**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President, R&D**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/03/2006		M	8,640 A	\$ 2.75	118,997 <sup>(1)</sup>	D
Common Stock	02/03/2006		S	8,640 D	\$ 32.62	110,357 <sup>(1)</sup>	D
Common Stock	11/14/2006		M	4,326 A	\$ 2.4583	114,683	D
Common Stock	11/14/2006		S	4,326 D	\$ 32.1	110,357	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
Stock Options (Right to Buy)	\$ 2.4583	11/14/2006		M	4,326	<sup>(2)</sup> 02/26/2007	Common Stock	4,326

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG JAMES F C/O MEDIMMUNE, INC. ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878			President, R&D	

## Signatures

/s/ Atul Saran,  
Attorney-in-Fact

11/16/2006

\*\*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 Form 4 amends the report filed on February 7, 2006 solely for the purpose of correcting the total number of shares beneficially owned.

(2) The option vested in equal quarterly installments over a four-year period following the date of grant.

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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