

MEDIMMUNE INC /DE  
Form 8-K  
June 26, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D. C. 20549

**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported)

June 21, 2006

**MedImmune, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation  
or organization)

**0-19131**  
(Commission File No.)

**52-1555759**  
(I.R.S. Employer  
Identification No.)

**One MedImmune Way, Gaithersburg, MD 20878**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (301) 398-0000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

In a press release issued on June 21, 2006, MedImmune, Inc. (the Company ) announced that it intends to offer convertible senior notes (the Notes ) in a private offering, subject to market conditions and other factors. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

In a press release issued on June 22, 2006, the Company announced that it priced the Notes. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See the attached Exhibit Index.

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**SIGNATURE**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.**

**MedImmune, Inc.**

Date: June 26, 2006

By:

/s/ Atul Saran  
Atul Saran  
Senior Director, Legal Affairs and Assistant Secretary

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated June 21, 2006, titled MedImmune to Offer \$1 Billion Convertible Senior Notes
99.2	Press Release dated June 22, 2006, titled MedImmune Prices \$1 Billion Convertible Senior Notes

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