Greenleaf Peter Form 4 June 19, 2007

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

(Print or Type Responses)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Greenleaf Peter

(First)

(Street)

(State)

(Month/Day/Year)

Symbol

(Middle)

(Zip)

MEDIMMUNE INC /DE [MEDI]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year) 06/18/2007

ONE MEDIMMUNE WAY

GAITHERSBURG, MD 20878

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) SVP, Sales and Marketing

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Director

Applicable Line)

_X__ Officer (give title

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or Di (D)	uired (A) isposed of r. 3, 4,					(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 30.38	06/18/2007		D		70,000	<u>(1)</u>	05/21/2016	Common Stock	70,000	
Stock Option (right to buy)	\$ 31.25	06/18/2007		D		60,000	(2)	02/14/2017	Common Stock	60,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
noporomg o mai rumo / rumo os	Director	10% Owner	Officer	Other			
Greenleaf Peter ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878			SVP, Sales and Marketing				

Signatures

/s/ William C. Bertrand, Jr.,
Attorney-in-Fact

**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).
- This option, which provided for vesting with respect to 1/4 of the shares on 5/22/2007 and with respect to the remaining shares in equal (1) quarterly installments thereafter, was cancelled pursuant to the merger agreement between the issuer and AstraZeneca PLC in exchange for a cash payment of \$27.62 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- (2) This option, which provided for vesting in equal quarterly installments beginning 5/15/2007, was cancelled in the merger in exchange for a cash payment of \$26.75 per share, representing the difference between the exercise price of the option and \$58.00 per share.

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.

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