#### **BARRETT M JAMES**

Form 4 June 19, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires: 2005

**OMB APPROVAL** 

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BARRETT M JAMES** Issuer Symbol MEDIMMUNE INC /DE [MEDI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title ONE MEDIMMUNE WAY 06/18/2007 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting GAITHERSBURG, MD 20878 Person (City) (State) (Zip)

(3)	(******)	1 abie	I - Non-De	erivative S	ecuri	ties Ac	quirea, Disposea	oi, or Beneficia	ny Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/18/2007		D	1,000	D	<u>(1)</u>	0	D	

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)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.39	06/18/2007		D	7,500	(2)	06/30/2008	Common Stock	7,500
Stock Option (right to buy)	\$ 24.04	06/18/2007		D	22,500	(3)	06/30/2009	Common Stock	22,500
Stock Option (right to buy)	\$ 47.2	06/18/2007		D	30,000	<u>(4)</u>	06/30/2011	Common Stock	30,000
Stock Option (right to buy)	\$ 26.4	06/18/2007		D	30,000	<u>(5)</u>	06/30/2012	Common Stock	30,000
Stock Option (right to buy)	\$ 35.84	06/18/2007		D	30,000	<u>(6)</u>	06/30/2013	Common Stock	30,000
Stock Option (right to buy)	\$ 23.17	06/18/2007		D	30,000	<u>(7)</u>	06/30/2014	Common Stock	30,000
Stock Option (right to buy)	\$ 27.12	06/18/2007		D	30,000	<u>(8)</u>	06/30/2015	Common Stock	30,000
Stock Option (right to buy)	\$ 27.12	06/18/2007		D	25,000	<u>(9)</u>	06/30/2016	Common Stock	25,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BARRETT M JAMES ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878

X

## **Signatures**

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

06/19/2007

\*\*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) Disposed of pursuant to the merger agreement between the issuer and AstraZeneca PLC in exchange for \$58.00 per share on the effective date of the merger.
- This option, which provided for vesting in four equal annual installments beginning on 06/30/1999, was cancelled in the merger in exchange for a cash payment of \$47.61 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- This option, which provided for vesting in four equal annual installments beginning on 06/30/2000, was cancelled in the merger in exchange for a cash payment of \$33.96 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- This option, which provided for vesting in four equal annual installments beginning on 06/30/2002, was cancelled in the merger in exchange for a cash payment of \$10.80 per share, representing the difference between the exercise price of the option and \$58.00 per share
- This option, which provided for vesting in four equal annual installments beginning on 06/30/2003, was cancelled in the merger in exchange for a cash payment of \$31.60 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- This option, which provided for vesting in four equal annual installments beginning on 06/30/2004, was cancelled in the merger in exchange for a cash payment of \$22.16 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- This option, which provided for vesting in four equal annual installments beginning on 06/30/2005, was cancelled in the merger in exchange for a cash payment of \$34.83 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- This option, which provided for vesting in four equal annual installments beginning on 06/30/2006, was cancelled in the merger in exchange for a cash payment of \$30.88 per share, representing the difference between the exercise price of the option and \$58.00 per share.
- This option, which provided for vesting in four equal annual installments beginning on 06/30/2007, was cancelled in the merger in exchange for a cash payment of \$30.88 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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