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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MCDADE MARK							2. Issuer Name and Ticker or Trading Symbol PROTEIN DESIGN LABS INC/DE [PDLI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) C/O PROTEIN DESIGN LABS, INC. 34801 CAMPUS						3. Date of Earliest Transaction (Month/Day/Year) 06/23/2004										CEO Officer (give title below) CEO				pecify
(Street) FREMONT CA 94555					- 4. l	4. If Amendment, Date of Original Filed (Month/Day/Year)										dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(S	tate)	(Zip)													Person				
		Tab	le I - Nor	n-Deriv	/ative	e Se	curit	ies Ac	quii	red, D	isp	osed o	f, or Be	nefi	cially	/ Owned				
Date				Date	ate Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Fransact Code (In 3)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				5. Amour Securitie Beneficia Owned F	s ally following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
									G	Code	/	Amount	(A) (D)	or P	rice	Transact (Instr. 3 a	on(s)			(Instr. 4)
Common Stock 06/23/						2004				M		10,00	0 A		\$8.3	10,	10,000		D	
Common Stock 06/23/)4				S ⁽¹⁾		10,00	0 D		\$18.5	5 0			D	
		-	Fable II -									sed of, onvertil				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,	l. Transaction Code (Instr. I)		of		Expi	ate Exei iration I nth/Day	Date	of Sec Under Deriva		. Title and Amount f Securities Inderlying erivative Security nstr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exe	e rcisable		opiration ate	Title	or	ount nber ires					
Employee Stock Option (right to	\$8.3	06/23/2004			M			10,000		(2)	10)/24/2012	Common Stock	10,	.000	\$0 ⁽³⁾	830,00	0	D	

Explanation of Responses:

- 1. Sale was made pursuant to a 10b5-1 plan established by the reporting person.
- $2. \ Options \ vest \ 1/4 \ on \ the \ first \ anniversary \ of \ the \ vesting \ date \ and \ thereafter \ vest \ 1/48 \ per \ month. \ Only \ vested \ options \ are \ exercisable.$
- 3. Column is not a required reportable field. New SEC software requires a dollar amount; use zeros per SEC.

Remarks:

/s/ Mark McDade

06/24/2004

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.