FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20049

Check this box if no longer subject to	S
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

	ame and Address of Reporting Person* CDADE MARK						PROTEIN DESIGN LABS INC/DE [PDLI]									elationship o eck all applic Directo	or r (give title		ion(s) to Issi 10% Ow			
(Last) (First) (Middle) C/O PROTEIN DESIGN LABS, INC. 34801 CAMPUS						3. Date of Earliest Transaction (Month/Day/Year) 02/03/2005										Officer below)			Other (s below)	pecify		
(Street) FREMO			94555 (Zip)		4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
		Tab	le I - Non	n-Deriv	/ative	e Se	curit	ies Ac	quire	d, D	isp	osed o	f, or B	enef	iciall	y Owned						
				2. Transaction Date (Month/Day/Year)		ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Co	Transaction Disp Code (Instr. 5)			Securities Acquired (A) isposed Of (D) (Instr. 3, 4			5. Amour Securitie Beneficia Owned F	s ally following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Co	de V	,	Amount	(A) (D)	or F	Price	Reported Transact (Instr. 3 a	ion(s)			Instr. 4)		
Common	Stock			02/03	3/200)5			M	ſ		10,00	0 <i>A</i>		\$8.3	10,	000		D			
Common	Stock			02/03	3/200)5			S(1)		10,00	0 I)	\$20		0					
		-	Fable II - I									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 E if any (Month/Day	Date,	4. Transaction Code (Instr. 8)		of		6. Date Expira (Month	tion D	ate	ble and	of Secu Underly Derivati	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exerci	sable		piration ate	Title	or Nu of	nount mber ares							
Employee stock option (right to	\$8.3	02/03/2005			М			10,000	(2)	10)/24/2012	Commo	10	,000	\$0 ⁽³⁾	730,00	00	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 8 is not a required reportable field. New SEC software requires a dollar amount; use zeros per SEC.

Remarks:

/s/ Mark McDade

02/04/2005

** 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.