

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 * <u>LINK MAX</u> (Last) (First) (Middle) <u>C/O PROTEIN DESIGN LABS, INC.</u> <u>34801 CAMPUS DRIVE</u> (Street) <u>FREMONT</u> <u>CA</u> <u>94555</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROTEIN DESIGN LABS INC/DE [PDLI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/08/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Stock Option (right to buy)	\$18.28	06/08/2005		A	15,000	(1) 06/08/2015	Common Stock 15,000	\$0	15,000	D	
Stock Option (right to buy)	\$18.28	06/08/2005		A	25,000	(2) 06/08/2015	Common Stock 25,000	\$0	25,000	D	
Stock Option (right to buy)	\$18.28	06/08/2005		A	3,000	(2) 06/08/2015	Common Stock 3,000	\$0	3,000	D	
Stock Option (right to buy)	\$18.28	06/08/2005		A	3,000	(2) 06/08/2015	Common Stock 3,000	\$0	3,000	D	
Stock Option (right to buy)	\$18.28	06/08/2005		A	3,000	(2) 06/08/2015	Common Stock 3,000	\$0	3,000	D	

Explanation of Responses:

1. Options vest 1/12 per month over one (1) year from the date of the grant. Only vested options are exercisable.
2. Options vest 1/12 per month over one (1) year from July 1, 2005. Only vested options are exercisable.

Remarks:

/s/ Glen Y. Sato by Glen Y.
Sato, Attorney in Fact for Max 06/10/2005
Link

** 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.