FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C. 20549
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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:	3235-0287							
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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

					T		N. 1						T.	Dal ::	a a la f			(-):::			
Name and Address of Reporting Person* LINK MAX					2. Issuer Name and Ticker or Trading Symbol PROTEIN DESIGN LABS INC/DE [PDLI]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
	IX IVIZ ZX								X	Directo	r		10% O	wner							
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)									Officer below)	(give title		Other (: below)	specify		
C/O PROTEIN DESIGN LABS, INC.					100/	06/08/2005															
34801 CAMPUS DRIVE					4. If	Ame	ndment, [Date (of Original F	iled	(Month/Da	6.	6. Individual or Joint/Group Filing (Check Applicable								
(a)					1								Lir	Line)							
(Street)														X Form filed by One Reporting Person							
FREMONT CA 94555															Form filed by More than One Reporting Person						
(City)	(S	tate)	(Zip)																		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
1. Title of	Security (Inst	tr. 3)		2. Trans	action														7. Nature		
				Date (Month/	Day/Ye		Execution f any	Date	, Transact Code (In		Disposed 5)	Of (D) (Ins	tr. 3, 4 an		ecuritie eneficia		Form: Direct (D) or Indirect		of Indirect Beneficial		
				,	•		(Month/Da	ıy/Yea						0		ollowing		str. 4)	Ownership (Instr. 4)		
									Code	,	Amount	(A) or (D)	Price	Tr	ansact istr. 3 a	ion(s)			(111341. 4)		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
									s, options					,							
1. Title of	2.	3. Transaction	3A. Deemed		4. Transaction Code (Instr.		5. Numb	oer	6. Date Exe			7. Title an			ice of	9. Number of		10.	11. Nature		
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution I if any				. Derivative (Expiration Date (Month/Day/Year)			of Securit Underlyin	g	Derivative Security		derivative Securities		Ownership Form:	Beneficial		
(Instr. 3)	Price of Derivative		(Month/Day	/Year) 8	3)		Securiti Acquire					Derivative (Instr. 3 ar		(Inst	r. 5)	Beneficially Owned		Direct (D) or Indirect	Ownership (Instr. 4)		
	Security					(A) or Disposed							,			Following Reported		(I) (Instr. 4)			
							of (D) (II	nstr.								Transactio	on(s)				
				F						Τ			Amount	1							
						l _				Number	r										
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	of Shares								
Stock Option	\$18.28	06/08/2005			A		15,000		(1)		6/08/2015	Common	15,000		60	15,000		D			
(right to buy)	\$10.20	00/06/2003			A		13,000		(1)	"	0/06/2013	Stock	15,000	' `	ρU	15,000	,	D			
Stock Option										Ī		Common									
(right to buy)	\$18.28	06/08/2005			A		25,000		(2)	0	6/08/2015	Common Stock	25,000		0	25,000		D			
Stock				$\overline{}$	$\overline{}$			Н		+				+							
Option (right to	\$18.28	06/08/2005			A		3,000		(2)	0	6/08/2015	Common Stock	3,000		0	3,000		D			
buy)								Щ				Stock									
Stock Option	\$18.28	06/08/2005					3,000		(2)		6/08/2015	Common	3,000	,	60	3,000		D			
(right to buy)	Φ10.20	00/00/2005		_	A		3,000		(±)		0/00/2013	Stock	3,000	`	PU	3,000		ע			
Stock												Commercia									
Option (right to buy)	\$18.28	06/08/2005			A		3,000		(2)	0	6/08/2015	Common Stock	3,000	5	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.

06/10/2005 Sato, Attorney in Fact for Max

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.