FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

gton, D.C. 20549	OMB APPROVAL

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0	MB Number:	3235-0287						
E:	Estimated average burden							
h	ours per response:	0.5						

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

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]											of Reporting Per cable) or		10% Ov	ner
(Last) (First) (Middle) C/O PROTEIN DESIGN LABS, INC. 34801 CAMPUS					Date o		est Trans	saction	n (Mon	th/D	ay/Year)	7		Officer (give title below)		Other (s below)	pecify			
(Street) FREMO (City)			94555 (Zip)		- 4. l									Line) X Form fi Form fi	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tab	le I - Nor	ı-Deriv	/ative	e Se	curit	ies Ac	quir	ed, D	isp	osed o	f, or E	ene	ficiall	y Owned				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		´ c	ansact		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				5. Amour Securitie Beneficia Owned F	s illy ollowing	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									C	ode \	,	Amount	(A) or (D)		Price	Transact	Reported Transaction(s) (Instr. 3 and 4)			
Common	Stock			02/0	4/200	/2005				М		10,000 A		\$8.3	3 10,000		D			
Common	Stock			02/0	4/200)5			5	g ⁽¹⁾		10,00	0)	\$20	0 D				
		-	Гable 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,	1. Fransaction Code (Instr. 3)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expir	te Exer ration D th/Day/	ate	ble and 7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		curity	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 ct (Instr. 4)	
					Code	v	(A)	(D)	Date Exerc	cisable		xpiration ate	Title	OI N Of	umber					
Employee stock option (right to	\$8.3	02/04/2005			M			10,000	,	(2)	10	0/24/2012	Commo	n 1	0,000	\$0 ⁽³⁾	720,00	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 8 is not a required reportable field. New SEC software requires a dollar amount; use zeros per SEC.

Remarks:

/s/ Mark McDade

02/07/2005

** 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.