FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washingto	on, D.C.	20549

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

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 PDL BIOPHARMA, INC. [PDLI]								neck all applic	cable) or	ng Person(s) to Issuer			
(Last) (First) (Middle) C/O PDL BIOPHARMA, INC 34801 CAMPUS DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 01/12/2007								X Officer (give title below) Other (specify below) CEO					
(Street) FREMO	NT CA	A	94555		_ 4. _	If Ame	ndme	nt, Date o	of Origina	al File	ed (Month/Da	ıy/Year)	6. Lin	e) X Form f	iled by One	Filing (Check A Reporting Pers e than One Rep	on
(City)	(Si		(Zip)	na Dari	is coding	- Co		.ioo Ao	~	ı Di		f or Do	noficial	Ily Overeas			
1. Title of Security (Instr. 3) 2. Trans. Date (Month/I			action	2A Ex r) if a	2A. Deemed Execution Date,		Transaction Disposed C		es Acquired (A) or Of (D) (Instr. 3, 4 and 5)		5. Amou Securiti Benefici Owned	nt of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount	(A) or (D)	Price	Reporte Transac (Instr. 3	tion(s)		(Instr. 4)		
Common	Stock			01/12	2/2007				M		10,000	A	\$8.3	63	,137	D	
Common Stock		01/12	01/12/2007				S ⁽¹⁾		1,000	D	\$20.8	7 62	,137	D			
Common Stock		01/12/2007					S ⁽¹⁾		1,100	D	\$20.8	9 61	,037	D			
Common Stock		01/12	01/12/2007				S ⁽¹⁾		900	D	\$20.89	53 60	,137	D			
Common Stock		01/12/2007					S ⁽¹⁾		1,000	D	\$20.9	59	,137	D			
Common Stock		01/12/2007					S ⁽¹⁾		1,000	D	\$20.9	2 58	,137	D			
Common Stock		01/12	01/12/2007				S ⁽¹⁾		1,000	D	\$20.9	3 57	,137	D			
Common Stock		01/12	01/12/2007				S ⁽¹⁾		2,000	D	\$20.9	55,137		D			
Common Stock		01/12	01/12/2007				S ⁽¹⁾		800	A	\$20.8	3 54	,337	D			
Common Stock		01/12	01/12/2007				S ⁽¹⁾		200	D	\$20.8	1 54	,137	D			
Common Stock 0		01/12	2/2007				S ⁽¹⁾		1,000	D	\$20.81	17 53	53,137				
		-	Table II								oosed of, convertil			/ Owned			
1. Title of Derivative Security 1. Title of Conversion or Exercise (Instr. 3) Price of Derivative Security 1. Title of Conversion Date (Month/Day/Year) 1. Title of Conversion Date (Month/Day/Year) 2. Conversion Date (Month/Day/Year) 3. Transaction Date (Execution if any (Month/Day/Year)		I		ction of		6. Date Exercisab Expiration Date (Month/Day/Year)		ite	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Number or derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownershi Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$8.3	01/12/2007			M			10,000	(2)		10/24/2012	Common Stock	10,000	\$0	520,00	0 D	

Explanation of Responses:

- 1. Sale was made pursuant to a 10b5-1 plan established by the reporting person.
- 2. This option had fully vested prior to the transaction date. Only vested options are exercisable.

Remarks:

/s/ Francis Sarena by Francis Sarena, Attorney- in- Fact for Mark McDade

01/16/2007

** 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.