SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

1	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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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			or Section 30(h) of the Investment Company Act of 1940				
1. Nume and Address of Reporting Ferson		Person*	2. Issuer Name and Ticker or Trading Symbol <u>PDL BIOPHARMA, INC.</u> [PDLI]		ationship of Reporting Person(s) to Issue < all applicable) Director 10% Owne		
(Last) C/O PDL BIO 34801 CAMP	1 - C	(Middle) C.	 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2006 4. If Amendment, Date of Original Filed (Month/Day/Year) 		below) below) below) helow) helow	,	
(Street) FREMONT	СА	94555	4. Il Ameridinent, Date di Original Pileu (Monti/Day/ real)	Line)		porting Person	
(City)	(State)	(Zip)					

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Owned Following	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership							
										Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code (8)		of		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)	\$22.69	11/30/2006		A		5,000		(1)	11/30/2013	Common Stock	5,000	\$0	5,000	D	

Explanation of Responses:

1. This option was vested with respect to 5/12 of the shares on the grant date and will vest with respect to 1/12 of the shares monthly starting on December 14, 2006. **Remarks:**

> /s/ Francis Sarena by Francis Sarena, Attorney in Fact for Jon S. Saxe

12/22/2006

** 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.

POWER OF ATTORNEY

The undersigned, an officer of PDL BioPharma, Inc., a Delaware corporation (the "<u>Company</u>"), hereby constitutes and appoints Andrew Guggenhime and Francis Sarena, and each of them, for so long as such person is an employee of the Company, the undersigned's true and lawful attorney-infact, with full power of substitution and resubstitution, each with the power to act alone for the undersigned and in the undersigned's name, place and stead, to:

- 1. Complete and execute Forms 3, 4 and 5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and other forms and all amendments thereto on the undersigned's behalf as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Exchange Act and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's beneficial ownership of securities of the Company or changes in such beneficial ownership; and
- 2. Do all acts necessary in order to file such forms and amendments with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other persons or agencies as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with or liability under Section 16 of the Exchange Act or any rules and regulations promulgated thereunder or any successor laws and regulations.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's beneficial ownership of securities of the Company or changes in such beneficial ownership, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

The undersigned has executed this Power of Attorney as of 11/14/2006.

Signature: /S/Jon Saxe

John Saxe