

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * KLEIN JOSEPH III (Last) (First) (Middle) C/O PDL BIOPHARMA, INC. 932 SOUTHWOOD BOULEVARD (Street) INCLINE VILLAGE NV 89451 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PDL BIOPHARMA, INC. [PDLI]	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)
	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2009	

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			
Common Stock	11/04/2009		M		2,500	A	\$6.894 ⁽¹⁾	19,483	D	
Common Stock	11/04/2009		M		1,500	A	\$6.894 ⁽¹⁾	20,983	D	
Common Stock	11/04/2009		M		667	A	\$6.894 ⁽¹⁾	21,650	D	
Common Stock	11/04/2009		M		1,000	A	\$6.894 ⁽¹⁾	22,650	D	
Common Stock	11/04/2009		M		4,583	A	\$6.894 ⁽¹⁾	27,233	D	
Common Stock	11/04/2009		M		13,750	A	\$6.894 ⁽¹⁾	40,983	D	
Common Stock	11/04/2009		S		900	D	\$8.29	40,083	D	
Common Stock	11/04/2009		S		700	D	\$8.2925	39,383	D	
Common Stock	11/04/2009		S		400	D	\$8.295	38,983	D	
Common Stock	11/04/2009		S		1,800	D	\$8.3	37,183	D	
Common Stock	11/04/2009		S		200	D	\$8.3025	36,983	D	
Common Stock	11/04/2009		S		400	D	\$8.31	36,583	D	
Common Stock	11/04/2009		S		6,200	D	\$8.32	30,383	D	
Common Stock	11/04/2009		S		100	D	\$8.3225	30,283	D	
Common Stock	11/04/2009		S		3,300	D	\$8.33	26,983	D	
Common Stock	11/04/2009		S		9,300	D	\$8.34	17,683	D	
Common Stock	11/04/2009		S		700	D	\$8.3425	16,983	D	
Common Stock								1	I	By Trust
Common Stock								10	I	By Wife

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
Stock Option (Right to Buy)	\$6.894 ⁽¹⁾	11/04/2009		M			2,500	05/28/2009	05/28/2015	Common Stock	2,500	\$0.00	21,500	D	

**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)	\$6.894 ⁽¹⁾	11/04/2009		M			1,500	05/28/2009	05/28/2015	Common Stock	1,500	\$0.00	20,000	D	
Stock Option (Right to Buy)	\$6.894 ⁽¹⁾	11/04/2009		M			667	05/28/2009	05/28/2015	Common Stock	667	\$0.00	19,333	D	
Stock Option (Right to Buy)	\$6.894 ⁽¹⁾	11/04/2009		M			1,000	05/28/2009	05/28/2015	Common Stock	1,000	\$0.00	18,333	D	
Stock Option (Right to Buy)	\$6.894 ⁽¹⁾	11/04/2009		M			4,583	05/28/2009	05/28/2015	Common Stock	4,583	\$0.00	13,750	D	
Stock Option (Right to Buy)	\$6.894 ⁽¹⁾	11/04/2009		M			13,750	05/28/2009	05/28/2015	Common Stock	13,750	\$0.00	0	D	

Explanation of Responses:

1. The exercise price adjusted from \$9.79 per share to \$6.894 per share in connection with the spin-off of Facet Biotech Corporation.

Remarks:

/s/ Christopher Stone as
Attorney-in-fact for Robert 11/06/2009
Klein III

** 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.

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