FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
Expires:	December 31 2014								
Estimated average	burden								

hours per

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

or Section 30(n) of the Investment Company Act of 1940												respo	nse:		0.5	1					
1. Name and Address of Reporting Person*  SCHMIDLI BRETT L					2. Issuer Name and Ticker or Trading Symbol PROTEIN DESIGN LABS INC/DE [ PDLI ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner						
(Last)	(Fi	rst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2003										below)	give title P, Techni	Other (spe below) ical Operations		pecify	
(Street) (City) (State) (Zip)					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. In Line	lividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person					
		Tal	ble I - Non	ı-Deriv	/ativ	e Se	curitie	s Ac	quire	d, Di	spo	sed of	f, or	Ben	eficially	y Owned					
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					ear)	2A. Deemed Execution Date if any (Month/Day/Yea		Code (Instr.		on D				Securitie Beneficia	5. Amount of Securities Beneficially Ownerted		: Direct   I Indirect   I str. 4)   (	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
										de V	/ Amount			(A) or (D)	Price	Transacti (Instr. 3 a	ion(s)			msu. 4)	
			Table II - I (				urities s, warr									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 D if any (Month/Day/	ate, Ti	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expirat	6. Date Exercisable and Expiration Date (Month/Day/Year)			of S Und Deri	ecuritie lerlying	Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				c	Code	v	(A)	(D)	Date Exercis	sable	Exp	piration te			Amount or Number of Shares						

02/15/2004<sup>(1)</sup>

## **Explanation of Responses:**

13.96

Employee Stock

Option

(right to buy)

- 1. The option becomes exercisable as to 25% on the stated date and thereafter at the rate of 1/48 per additional month of service.
- 2. Column 8 is not a required reportable field. New SEC software requires a dollar amount; use zeros per SEC.

/s/ Brett Schmidli 07/01/2003

30,000

**\$0**<sup>(2)</sup>

Common

Stock

07/01/2013

\*\* Signature of Reporting Person

Date

30,000

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

07/01/2003

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Α

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.

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