

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

PROTEIN DESIGN LABS, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

74369L103

(CUSIP Number)

July 30, 1998

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Soros Fund Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

881,700

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

-0-

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

881,700

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

881,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.76%

12 TYPE OF REPORTING PERSON*

OO, IA

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

George Soros (in the capacity described herein)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

881,700

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

881,700

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

881,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.76%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stanley F. Druckenmiller (in the capacity described herein)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

881,700

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

881,700

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

881,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.76%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Duquesne Capital Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

PENNSYLVANIA

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

-0-

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON*

OO, IA

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a)

Name of Issuer:

Protein Design Labs, Inc. (the "Issuer")

Item 1(b)

Address of Issuer's Principal Executive Offices:

2375 Garcia Avenue
Mountain View, California 94043

Items 2(a)

Name of Person Filing:

This Statement is filed on behalf of the following persons (collectively, the "Reporting Persons"):

- i) Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC");
- ii) Mr. George Soros ("Mr. Soros");
- iii) Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller"); and
- iv) Duquesne Capital Management, L.L.C., a Pennsylvania limited liability company ("Duquesne LLC").

This Statement relates to Shares (as defined herein) held for the accounts of Quantum Partners and the Duquesne LLC Clients (each as defined herein). SFM LLC, a Delaware limited liability company, serves as principal investment manager to Quantum Partners LDC, a Cayman Islands exempted duration company ("Quantum Partners") and, as such, has been granted investment discretion over portfolio investments, including the Shares, held for the account of Quantum Partners. Mr. Soros is the Chairman of SFM LLC. Mr. Druckenmiller is the Lead Portfolio Manager and a Member of the Management Committee of SFM LLC. Mr. Druckenmiller also owns a 75% interest in, and is the sole managing member of, Duquesne LLC, an investment advisory firm that serves as a discretionary investment advisor to a limited number of institutional clients (the "Duquesne LLC Clients").

Item 2 (b) Address of Principal Business Office:

The address of the principal business office of each of SFM LLC, Mr. Soros and Mr. Druckenmiller is 888 Seventh Avenue, 33rd Floor, New York, NY 10106.

The address of the principal business office of Duquesne LLC is 2579 Washington Road, Suite 322, Pittsburgh, Pennsylvania 15241-2591.

Item 2 (c) Citizenship:

- i) SFM LLC is a Delaware limited liability company;
- ii) Mr. Soros is a United States citizen;
- iii) Mr. Druckenmiller is a United States citizen; and
- iv) Duquesne LLC is a Pennsylvania limited liability company.

Item 2 (d) Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Shares")

Item 2 (e) CUSIP Number:

74369L103

Item 3 Not Applicable

Item 4. Ownership:

Item 4 (a) Amount Beneficially Owned:

As of August 6, 1998, SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed to be the beneficial owner of the 881,700 Shares held for the account of Quantum Partners.

As of August 6, 1998, Duquesne LLC does not beneficially own any Shares, as there are no Shares being held for the accounts of the Duquesne LLC Clients.

Item 4 (b) Percent of Class:

- i) The number of Shares of which SFM LLC, Mr. Soros and Mr. Druckenmiller may be deemed to be the beneficial owner constitutes approximately

4.76% of the total number of Shares outstanding.

ii) The number of Shares which Duquesne LLC beneficially owns constitutes 0.0% the total number of Shares outstanding.

Item 4(c)

Number of shares as to which such person has:

SFM LLC

- (i) Sole power to vote or to direct the vote: 881,700
- (ii) Shared power to vote or to direct the vote: -0-
- (iii) Sole power to dispose or to direct the disposition of: 881,700
- (iv) Shared power to dispose or to direct the disposition of: -0-

Mr. Soros

- (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 881,700
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 881,700

Mr. Druckenmiller

- (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 881,700
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 881,700

Duquesne LLC

- (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: -0-
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: -0-

Item 5

Ownership of Five Percent or Less of a Class:

If this Statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of a class of securities, check the following: [X]

Item 6

Ownership of More than Five Percent on Behalf of Another Person:

The shareholders of Quantum Partners, including Quantum Fund N.V., a Netherlands Antilles company, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of Quantum Partners in accordance with their ownership interests in Quantum Partners.

The Duquesne LLC Clients have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares, that were held for their accounts.

Each of SFM LLC and Mr. Soros expressly disclaims beneficial ownership of any Shares that were held for the accounts of the Duquesne LLC Clients. Duquesne LLC expressly disclaims beneficial ownership of any Shares held for the account of Quantum Partners.

Item 7

Identification and Classification of the

Subsidiary Which Acquired the Security Being

Reported on By the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members

of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below each signatory certifies that, to the best of his/its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 6, 1998 SOROS FUND MANAGEMENT LLC

By: /s/ Michael C. Neus
 Michael C. Neus
 Assistant General Counsel

Dated: August 6, 1998 GEORGE SOROS

By: /s/ Michael C. Neus
 Michael C. Neus
 Attorney-in-Fact

Dated: August 6, 1998 STANLEY F. DRUCKENMILLER

By: /s/ Michael C. Neus
 Michael C. Neus
 Attorney-in-Fact

Dated: August 6, 1998 DUQUESNE CAPITAL MANAGEMENT, L.L.C.

By: /s/ Gerald Kerner
 Gerald Kerner
 Managing Director