

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person *</b> <u>MCDAD MARK</u>  (Last) (First) (Middle) <u>C/O PDL BIOPHARMA, INC</u> <u>34801 CAMPUS DRIVE</u>  (Street) <u>FREMONT CA 94555</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PDL BIOPHARMA, INC. [ PDLI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/11/2007</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	01/11/2007		M		10,000	A	\$8.3	63,137	D	
Common Stock	01/11/2007		S <sup>(1)</sup>		1,500	D	\$20.49	61,637	D	
Common Stock	01/11/2007		S <sup>(1)</sup>		1,500	D	\$20.55	60,137	D	
Common Stock	01/11/2007		S <sup>(1)</sup>		1,000	D	\$20.66	59,137	D	
Common Stock	01/11/2007		S <sup>(1)</sup>		1,500	D	\$20.73	57,637	D	
Common Stock	01/11/2007		S <sup>(1)</sup>		1,500	D	\$20.82	56,137	D	
Common Stock	01/11/2007		S <sup>(1)</sup>		1,500	D	\$20.83	54,637	D	
Common Stock	01/11/2007		S <sup>(1)</sup>		1,500	D	\$20.851	53,137	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
Employee Stock Option (right to buy)	\$8.3	01/11/2007		M			10,000	(2)	10/24/2012	Common Stock	10,000	\$0	530,000	D	

**Explanation of Responses:**

- Sale was made pursuant to a 10b5-1 plan established by the reporting person.
- 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.