

**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                                 |           |
|--|-----------|
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|  |           |              |   |  |  |  |  |  |  |
|--|-----------|--------------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Pietzke Steffen</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>PDL BIOPHARMA, INC.</u> [ <u>PDLI</u> ] |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Controller and CAO</u> |  |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/29/2015</u>                     |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                              |  |  |  |
| <u>932 SOUTHWOOD BLVD.</u>   |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  |  |  |  |  |  |  |
| (Street)   | (City)    | (State)      | (Zip)   |  |  |  |  |  |  |
| <u>INCLINE VILLAGE</u>   | <u>NV</u> | <u>89451</u> |   |  |  |  |  |  |  |

**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         |   |  |   |
| <u>Common stock</u>             | <u>09/29/2015</u>                    |  | <u>A</u>                       |   | <u>1,841<sup>(1)</sup></u>  | <u>A</u>   | <u>\$4.95</u> | <u>16,589</u>   | <u>D</u>   |   |

**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) |   | 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) |   |  |  |   |  |

**Explanation of Responses:**

1. The restricted stock will vest, provided that the officer remains employed by the Company and certain performance goals are achieved, based upon the following schedule: 50% on December 2016; 16.66% on December 2017; 16.66% on December 2018; and 16.66% on December 2019.

**Remarks:**

/s/ Nathan N. Kryszak,  
Attorney-in-Fact for Steffen Pietzke 10/05/2015

\*\* 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.