

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

1. Name and Address of Reporting Person* <u>KORN LAURENCE JAY</u>  (Last) (First) (Middle) <u>C/O PROTEIN DESIGN LABS, INC.</u> <u>34801 CAMPUS DRIVE</u>  (Street) <u>FREMONT CA 94555</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROTEIN DESIGN LABS INC/DE [ PDLI ]</u>	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) <u>06/08/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/08/2005</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  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			

**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					
Stock Option (right to buy) <sup>(1)</sup>	\$13.96	06/08/2005		D		0		(2)	07/01/2013	Common Stock	0	\$0	10,000	D
Stock Option (right to buy) <sup>(1)</sup>	\$7.83	06/08/2005		D		0		(2)	04/11/2013	Common Stock	0	\$0	10,000	D
Stock Option (right to buy) <sup>(1)</sup>	\$18.28	06/08/2005		A		0		(3)	08/08/2015	Common Stock	0	\$0	0	D

**Explanation of Responses:**

- On June 10, 2005, a Form 4 was filed in error with respect to certain transactions involving the disposition and acquisition of securities by the reporting person on June 8, 2005. In fact, such transactions did not occur. Accordingly, the reporting person hereby amends the prior Form 4 such that the transactions reported in Table II therein are deleted in their entirety.
- Options vest 1/4 on the first anniversary of January 1, 2003 and thereafter vest 1/48 per month. Vesting was accelerated on June 1, 2004 by 2500 shares. Balance of shares vest monthly until January 1, 2006. Only vested options are exercisable.
- Options vest 1/12 per month over one (1) year from the date of the grant. Only vested options are exercisable.

**Remarks:**

/s/ Laurence Jay Korn 07/11/2005

\*\* 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.