FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL								
OMB Number:	OMB Number: 3235-0104							
Estimated average burden								
hours per response:	0.5							

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Broder Samuel		. Date of Event lequiring Staten Month/Day/Year	nent -	3. Issuer Name and Ticker or Trading Symbol PROTEIN DESIGN LABS INC/DE [PDLI]							
(Last) 34801 CAMP	(First) US DRIVE	(Middle)	_ 09/29/2005			tionship of Reporting Perso all applicable) Director	10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year) 09/29/2005		
(Street) FREMONT (City)	X1 (State)	94555 (Zip)				Officer (give title below)	Other (spe below)	6.	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					nt of Securities ally Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable a Expiration Date (Month/Day/Year)		ate	nd 3. Title and Amount of Secu Underlying Derivative Secur			4. Conversion	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		

Explanation of Responses:

Remarks:

Amendment to attach Exhibit 24: Power of Attorney dated as of September 30, 2005.

No securities are beneficially owned.

/s/ Glen Y. Sato by Glen Y. Sato, Attorney in Fact for

Samuel Broder

t for 10/18/2005

** 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Protein Design, Labs, Inc. (the "Company"), hereby constitutes and appoints Glen Y. Sato, George Jue and Miriam Siekevitz, and every of them, the undersigned's true and lawful attorney-in-fact, with full power of substitution and resubstitution, each with the power to act alone for the undersigned and in the undersigned's name, place and stead, to:

- 1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with or liability under Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of September, 2005.

Signature: /s/ Samuel Broder

Print Name: Samuel Broder