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

SCHEDULE 13G

Amendment #1

Under the Securities Exchange Act of 1934

PROTEIN DESIGN LABS, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

74369L103

-----  
(CUSIP Number)

December 31, 2000

-----  
(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)  
/X/ 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 in 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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

NAMES OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna Special Opportunities, L.P.

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

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 36,900

SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY 0

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH REPORTING 36,900

PERSON

8 SHARED DISPOSITIVE POWER

WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

0.1%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS.  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Zweig-DiMenna Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York

5 SOLE VOTING POWER  
 NUMBER OF 94,100  
 SHARES

6 SHARED VOTING POWER  
 BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER  
 EACH REPORTING PERSON 94,100

8 SHARED DISPOSITIVE POWER  
 WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 94,100

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.2%

12 TYPE OF REPORTING PERSON\*  
 PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## NAME OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna International Limited

## CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)   
(b) 

## SEC USE ONLY

3

## CITIZENSHIP OR PLACE OF ORGANIZATION

4 British Virgin Islands

## SOLE VOTING POWER

5  
NUMBER OF 484,700  
SHARES

## SHARED VOTING POWER

6  
BENEFICIALLY 0  
OWNED BY

## SOLE DISPOSITIVE POWER

7  
EACH 484,700  
REPORTING

## SHARED DISPOSITIVE POWER

8  
PERSON 0  
WITH

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 484,700

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

10 

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

11 1.1%

## TYPE OF REPORTING PERSON\*

12 CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna International Managers, Inc., on behalf of a  
 discretionary account

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

	5	SOLE VOTING POWER
NUMBER OF		34,400
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		34,400
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 34,400

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.1%

12 TYPE OF REPORTING PERSON\*  
 CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Gotham Advisors, Inc., on behalf of a discretionary account

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
NUMBER OF 33,800  
SHARES

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0  
EACH

7 SOLE DISPOSITIVE POWER  
REPORTING PERSON 33,800

8 SHARED DISPOSITIVE POWER  
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
33,800

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.1%

12 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

NAMES OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna Investors L.P.

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

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 3,200  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY 0  
OWNED BY

7 SOLE DISPOSITIVE POWER

EACH 3,200  
REPORTING

8 SHARED DISPOSITIVE POWER

PERSON 0  
WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,200

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

0.0%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Zweig-DiMenna Select L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	5	SOLE VOTING POWER
NUMBER OF		12,900
SHARES		
	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
	7	SOLE DISPOSITIVE POWER
EACH		12,900
REPORTING		
PERSON		
	8	SHARED DISPOSITIVE POWER
WITH		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!



Item 1(a) Name of Issuer:  
PROTEIN DESIGN LABS, INC.

Item 1(b) Address of Issuer's Principal Executive Offices:  
34801 Campus Drive  
Freemont, CA 94555

Item 2(a) Name of Person Filing:  
See Cover page -- 1

Item 2(b) Address of Principal Business Office:  
For all filing persons other than Zweig-DiMenna International Limited:  
900 Third Avenue, New York, N.Y. 10022  
For Zweig-DiMenna International Limited:  
P.O. Box N-9932, Norfolk House, Frederick Street, Nassau, Bahamas

Item 2(c) Citizenship:  
See Cover page -- 4

Item 2(d) Title of Class of Securities:  
Common Stock

Item 2(e) CUSIP Number:  
74369L103

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13D-2(b) or (c), check whether the person filing is a:  
Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

700,000

(b) Percent of Class:

1.6%

(c) Number of shares as to which each person has:

(i) sole power to vote or to direct the vote

700,000

(ii) shared power to vote or to direct the vote

0

(iii) sole power to dispose or to direct the disposition of

700,000

(iv) shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class.

[X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

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 I certify that, to the best of my 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.

Date: February 5 2001 reflecting shareownership as of December 31, 2000.

ZWEIG-DiMENNA INTERNATIONAL LIMITED

By: Zweig-DiMenna International Managers, Inc.,  
Investment Manager

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Executive Vice President

ZWEIG-DiMENNA PARTNERS, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing General Partner

ZWEIG-DiMENNA SPECIAL OPPORTUNITIES, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing General Partner

ZWEIG-DiMENNA INTERNATIONAL MANAGERS, INC.

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Executive Vice President

GOTHAM ADVISORS, INC.

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Vice President

ZWEIG-DiMENNA INVESTORS, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner

ZWEIG-DiMENNA SELECT, L.P.

By: Zweig-DiMenna Associates LLC,  
Managing General Partner

By:/s/ Joseph A. DiMenna  
-----

Name: Joseph A. DiMenna  
Title: Managing Director of Managing  
General Partner