

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 19, 1997.

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PROTEIN DESIGN LABS, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

94-3023969
(I.R.S. Employer
Identification Number)

2375 GARCIA AVENUE
MOUNTAIN VIEW, CALIFORNIA 94043
(415) 903-3700
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

DOUGLAS O. EBERSOLE, ESQ.
VICE PRESIDENT, LICENSING AND CORPORATE SERVICES,
GENERAL COUNSEL AND SECRETARY
PROTEIN DESIGN LABS, INC.
2375 GARCIA AVENUE
MOUNTAIN VIEW, CALIFORNIA 94043
(415) 903-3700
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

COPIES TO:

GREGORY M. GALLO, ESQ.
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COOLEY GODWARD LLP
FIVE PALO ALTO SQUARE
PALO ALTO, CALIFORNIA 94306
(415) 843-5000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon
as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [X] 333-20941

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, please check the following box and list the Securities
Act registration statement number of the earlier effective registration
statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock (\$.01 par value).....	316,250 shares	\$32.00	\$10,120,000	\$3,067

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), by Protein Design Labs, Inc. (the "Company"). In accordance with Rule 429 under the Securities Act, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (Registration No. 333-20941) which was declared effective by the Commission on March 18, 1997 relating to the offering of up to 2,750,000 shares of Common Stock of the Company plus up to 453,750 shares of Common Stock that may be sold pursuant to the Underwriters' over-allotment option.

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on March 19, 1997), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than March 19, 1997.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-3 and authorized this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on March 18, 1997.

PROTEIN DESIGN LABS, INC.
(Registrant)

By: /s/ LAURENCE JAY KORN

Laurence Jay Korn,
Chief Executive Officer and
Chairperson of the Board of
Directors

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated.

SIGNATURE	TITLE	DATE
/s/ LAURENCE JAY KORN ----- (Laurence Jay Korn)	Chief Executive Officer and Chairperson of the Board of Directors (Principal Executive Officer)	March 18, 1997
FRED KURLAND* ----- (Fred Kurland)	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 18, 1997
CARY L. QUEEN* ----- (Cary L. Queen)	Director	March 18, 1997
JON S. SAXE* ----- (Jon S. Saxe)	Director	March 18, 1997
STANLEY FALKOW* ----- (Stanley Falkow)	Director	March 18, 1997
GEORGE M. GOULD* ----- (George M. Gould)	Director	March 18, 1997
MAX LINK* ----- (Max Link)	Director	March 18, 1997
JURGEN DREWS* ----- (Jurgen Drews)	Director	March 18, 1997
*By: /s/ LAURENCE JAY KORN ----- (Laurence Jay Korn, Attorney-in-fact)		

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT TITLE
5.1*	-- Opinion of Gray Cary Ware & Freidenrich, A Professional Corporation
23.1	-- Consent of Ernst & Young LLP, Independent Auditors
23.2*	-- Consent of Counsel (included in Exhibit 5.1)
24.1*	-- Power of Attorney

*Incorporated by reference to Registration Statement on Form S-3 (File No. 333-20941).

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" incorporated by reference in the Registration Statement (Form S-3) and related Prospectus of Protein Design Labs, Inc. for the registration of 316,250 shares of its Common Stock and to the incorporation by reference therein of our report dated January 27, 1997 with respect to the financial statements of Protein Design Labs, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1996 filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Palo Alto, California
March 18, 1997