

Iwanicki David
Form 4
May 22, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Iwanicki David

(Last) (First) (Middle)

C/O PDL BIOPHARMA,
INC., 34801 CAMPUS DRIVE

(Street)

FREMONT, CA 94555

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PDL BIOPHARMA, INC. [PDLI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Sales & Sales Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	05/21/2007		M		645	A	\$ 17.13 645 D
Common Stock	05/21/2007		S ⁽¹⁾		64	D	\$ 26.54 581 D
Common Stock	05/21/2007		S ⁽¹⁾		64	D	\$ 25.59 517 D
Common Stock	05/21/2007		S ⁽¹⁾		64	D	\$ 26.63 453 D
Common Stock	05/21/2007		S ⁽¹⁾		64	D	\$ 26.66 389 D

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Common Stock	05/21/2007	S ⁽¹⁾	64	D	\$ 26.25	325	D
Common Stock	05/21/2007	S ⁽¹⁾	65	D	\$ 26.4	260	D
Common Stock	05/21/2007	S ⁽¹⁾	65	D	\$ 25.56	195	D
Common Stock	05/21/2007	S ⁽¹⁾	65	D	\$ 26.58	130	D
Common Stock	05/21/2007	S ⁽¹⁾	65	D	\$ 26.14	65	D
Common Stock	05/21/2007	S ⁽¹⁾	65	D	\$ 26.4	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.13	05/21/2007		M	645	⁽²⁾	07/20/2013	Common Stock	645

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Iwanicki David
C/O PDL BIOPHARMA, INC.
34801 CAMPUS DRIVE
FREMONT, CA 94555

VP, Sales & Sales Operations

Signatures

/s/ Francis Sarena by Francis Sarena, Attorney-in-Fact for David
Iwanicki

05/22/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Sale was made pursuant to a 10b5-1 plan established by the reporting person.
 - (2) Option vests with respect to approximately 645 shares per month and 8 shares remained exercisable immediately after this transaction.
Only vested options are exercisable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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