

BIOGEN IDEC INC.
Form 8-K
May 29, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 29, 2008**

Biogen Idec Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-19311
(Commission
file number)

33-0112644
(IRS Employer
Identification No.)

14 Cambridge Center, Cambridge, Massachusetts
(Address of principal executive offices)

02142
(Zip Code)

Registrant's telephone number, including area code **(617) 679-2000**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

As set forth in our definitive proxy statement filed with the Securities and Exchange Commission on May 8, 2008 (the 2008 Proxy Statement), we are asking our stockholders to consider, among other proposals, a proposal to approve our 2008 Omnibus Equity Plan (the Plan) at our 2008 Annual Meeting of Stockholders. The table below reconciles certain equity award information disclosed in or derived from our 2007 Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 14, 2008 (the 2007 10-K) with the information disclosed in or derived from our 2008 Proxy Statement, and updates that information through May 7, 2008. The Plan remains unchanged and is included as Appendix A to the 2008 Proxy Statement. As of May 7, 2008, 290,297,509 shares of our common stock were outstanding.

Awards Under Equity Plans¹

| | As of December 31, 2007 | | As of May 7, 2008 |
|--|-------------------------|--------------------------------------|----------------------|
| | 2007 10-K | 2008 Proxy Statement ² | Current 8-K |
| <u>Outstanding Awards</u> | | | |
| Unexercised Options | | | |
| Average strike price | \$ 50.03 | \$ 50.03 | \$ 52.20 |
| Remaining years | 5.50 | * | 5.56 |
| Options | 14,899,721 | 14,898,252 | 14,202,886 |
| Unvested Restricted Stock Units (RSUs) | 4,711,558 | 4,709,472 | 5,661,259 |
| Total Options and RSUs | 19,611,279 | 19,607,724 | 19,864,145 |
| Unvested Restricted Stock Awards (RSAs) ³ | 454,766 | * | 1,650 |
| Total Options, RSUs and RSAs | 20,066,045 | * | 19,865,795 |
| <u>Shares Available for Future Awards</u> | | | |
| 2005 Omnibus Plan | * | 9,749,057 | 5,156,229 |
| 2006 Directors Plan | * | 661,000 | 622,525 |
| Total Shares Available | * | 10,410,057 | 5,778,754 |

* Not presented in the SEC filing referenced.

¹ Except as otherwise noted, amounts represent outstanding awards made pursuant to multiple Biogen Idec equity plans. Among these plans, awards are

currently being made only pursuant to the Biogen Idec Inc. 2006 Non-Employee Directors Equity Plan (the 2006 Directors Plan) and the Biogen Idec Inc. 2005 Omnibus Equity Plan (the 2005 Omnibus Plan).

- 2 Differences between amounts reported in the 2007 10-K and 2008 Proxy Statement are due to timing differences in the administrative processing of the granting, vesting or cancellation of an immaterial number of awards. The terms and recipients of those awards were fixed and unchangeable as of their respective grant dates.
 - 3 Represents shares that have already been issued and are included in total shares outstanding.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Biogen Idec Inc.

By: /s/ Robert A. Licht
Robert A. Licht
Vice President and Assistant Secretary

Date: May 29, 2008