

PROTEIN DESIGN LABS INC/DE
Form 4/A
June 27, 2005

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 *
QUEEN CARY L

2. Issuer Name and Ticker or Trading Symbol
PROTEIN DESIGN LABS INC/DE [PDLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PROTEIN DESIGN LABS, INC., 34801 CAMPUS DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/10/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FREMONT, CA 94555

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/09/2005		M	0 ⁽²⁾	A	\$ 6.625	2,049,400	D	
Common Stock	05/09/2005		S ⁽¹⁾	0 ⁽²⁾	D	\$ 18.5289	2,039,400	D	
Common Stock							3,900	I	by trust ⁽³⁾
Common Stock							3,900	I	by trust ⁽⁴⁾
Common Stock							3,900	I	by trust ⁽⁵⁾

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 Rule 144.
- (2) Transactions on Table I and Table II previously reported on 5/10/2005. Amendment filed to attach Exhibit 24(1): Power of Attorney dated as of May 8, 2003 and Exhibit 24(2): Power of Attorney dated as of May 19, 2005.
- (3) By the Dawn Suisun Queen 1995 Irrevocable Trust. The reporting person disclaims beneficial ownership of all shares owned by such trust and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares.
- (4) By the Heather Kugelmass 1995 Irrevocable Trust. The reporting person disclaims beneficial ownership of all shares owned by such trust and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares.
- (5) By the Bret Kugelmass 1995 Irrevocable Trust. The reporting person disclaims beneficial ownership of all shares owned by such trust and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares.
- (6) By the Rachel Kugelmass 1995 Irrevocable Trust. The reporting person disclaims beneficial ownership of all shares owned by such trust and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares.
- (7) Options vest 1/4 on the first anniversary of the vesting date and thereafter vest 1/48 per month. 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.

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 number.