

Mathers Edward T
Form 3
May 31, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ^ Mathers Edward T (Last) (First) (Middle) | | 2. Date of Event Requiring Statement (Month/Day/Year) 05/19/2005 | 3. Issuer Name and Ticker or Trading Symbol MEDIMMUNE INC /DE [MEDI] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer ____ Other (give title below) (specify below) SVP, Corporate Development | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person |
| ONE MEDIMMUNE WAY (Street) | | | | | | |
| GAITHERSBURG, MD 20878 (City) (State) (Zip) | | | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|--|--|

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| | | | | | | | |
|------------------------------|-------|------------|--------------|--------|----------|---|---|
| Stock Options (Right to buy) | Â (1) | 03/04/2014 | Common Stock | 40,000 | \$ 23.45 | D | Â |
| Stock Options (Right to buy) | Â (2) | 07/08/2012 | Common Stock | 60,000 | \$ 24.17 | D | Â |
| Stock Options (Right to buy) | Â (3) | 02/15/2015 | Common Stock | 80,000 | \$ 24.17 | D | Â |
| Stock Options (Right to buy) | Â (4) | 02/20/2013 | Common Stock | 18,000 | \$ 29.34 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mathers Edward T ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878 | Â | Â | Â SVP, Corporate Development | Â |

Signatures

William C. Bertrand, Jr., as attorney-in-fact 05/31/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Grant exercisable in quarterly installments over four years, starting from 03/04/2004, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.
 - (2) Grant exercisable in quarterly installments over four years, starting from 07/08/2002, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.
 - (4) Grant exercisable in quarterly installments over four years, starting from 02/20/2003, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.
 - (3) Grant exercisable in quarterly installments over four years, starting from 02/16/2005, subject to a one year wait period. Four quarters vest when the one year wait period date is reached.

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.