

CAVANAUGH JAMES H
Form 4
June 19, 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 *
CAVANAUGH JAMES H

2. Issuer Name and Ticker or Trading Symbol
MEDIMMUNE INC /DE [MEDI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
44 NASSAU STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2007

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

PRINCETON, NJ 08542
(City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|

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| Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|----------|------------|---|--------|------------------|-----------------|--------------|----------------------------|
| | Code | V | (A) | (D) | | | | |
| Stock Option (Right to Buy) | \$ 47.2 | 06/18/2007 | D | 30,000 | (1) | (1) | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 26.4 | 06/18/2007 | D | 30,000 | (2) | (2) | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 35.84 | 06/18/2007 | D | 30,000 | (3) | (3) | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 23.17 | 06/18/2007 | D | 30,000 | (4) | (4) | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 27.12 | 06/18/2007 | D | 30,000 | (5) | (5) | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 27.12 | 06/18/2007 | D | 25,000 | (6) | (6) | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAVANAUGH JAMES H 44 NASSAU STREET PRINCETON, NJ 08542 | | | X | |

Signatures

/s/Jeff Steinberg, Attorney-in-Fact for James Cavanaugh 06/18/2007

__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).

- This option, which was immediately exercisable, was cancelled in the merger of the Issuer with and into AstraZeneca PLC (the "Merger")
- (1) in exchange for a cash payment of \$10.80 per share representing the difference between the exercise price of the option and \$58.00 per share.
 - (2) This option, which was immediately exercisable, was cancelled in the Merger in exchange for a cash payment of \$31.60 per share representing the difference between the exercise price of the option and \$58.00 per share.
 - (3) This option, which would have been fully exercisable on June 30, 2007, was cancelled in the Merger in exchange for a cash payment of \$22.16 per share representing the difference between the exercise price of the option and \$58.00 per share.
 - (4) This option, which would have been fully exercisable on June 30, 2008, was cancelled in the Merger in exchange for a cash payment of \$34.83 per share representing the difference between the exercise price of the option and \$58.00 per share.
 - (5) This option, which would have been fully exercisable on June 30, 2009, was cancelled in the Merger in exchange for a cash payment of \$30.88 per share representing the difference between the exercise price of the option and \$58.00 per share.
 - (6) This option, which would have been fully exercisable on June 30, 2010, was cancelled in the Merger in exchange for a cash payment of \$30.88 per share representing the difference between the exercise price of the option and \$58.00 per share.

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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