

Folena-Wasserman Gail M
 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 * ^ Folena-Wasserman Gail M (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] | |
| ONE MEDIMMUNE WAY (Street) | | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Development | |
| GAITHERSBURG, MD 20878 (City) (State) (Zip) | | | | | 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 <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 70,000 | \$ 23.45 | D | Â |
| Stock Options (Right to buy) | Â (2) | 02/15/2015 | Common Stock | 75,000 | \$ 24.17 | D | Â |
| Stock Options (Right to buy) | Â (3) | 02/20/2013 | Common Stock | 75,000 | \$ 29.34 | D | Â |
| Stock Options (Right to buy) | Â (4) | 03/01/2012 | Common Stock | 20,000 | \$ 41.23 | D | Â |
| Stock Options (Right to buy) | Â (5) | 02/21/2012 | Common Stock | 45,000 | \$ 41.41 | D | Â |
| Stock Options (Right to buy) | 11/16/1999 | 11/16/2005 | Common Stock | 6,000 | \$ 1.9583 | D | Â |
| Stock Options (Right to buy) | 02/26/2001 | 02/26/2007 | Common Stock | 27,000 | \$ 2.4583 | D | Â |
| Stock Options (Right to buy) | 03/13/2000 | 03/13/2006 | Common Stock | 9,000 | \$ 2.75 | D | Â |
| Stock Options (Right to buy) | 02/25/2002 | 02/25/2008 | Common Stock | 48,000 | \$ 8.2917 | D | Â |
| Stock Options (Right to buy) | 02/24/2003 | 02/24/2009 | Common Stock | 45,000 | \$ 18.9063 | D | Â |
| Stock Options (Right to buy) | 02/15/2005 | 02/15/2011 | Common Stock | 40,000 | \$ 38.688 | D | Â |
| Stock Options (Right to buy) | 02/17/2004 | 02/17/2010 | Common Stock | 45,000 | \$ 60.4167 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Folena-Wasserman Gail M ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878 | Â | Â | Â SVP, 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.

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- (3) 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.
- (5) Grant exercisable in quarterly installments over four years, starting from 02/21/2002, 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 03/01/2002, 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 02/15/2005, 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.

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