

BIOGEN IDEC INC.  
Form PRER14A  
April 15, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

**Biogen Idec Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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**PRELIMINARY PROXY STATEMENT, SUBJECT TO COMPLETION**

**Biogen Idec Inc.**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON [        ], 2009**

**TO OUR STOCKHOLDERS:**

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of Biogen Idec Inc., a Delaware corporation, will be held at 9:00 a.m., local time, on [    ], [    ], 2009 at [    ] for the following purposes:

1. To elect four of the nominees identified in this Proxy Statement to our Board of Directors to serve for a three-year term ending at the annual meeting of stockholders in 2012. Our Board of Directors' nominees are Lawrence C. Best, Alan B. Glassberg, Robert W. Pangia and William D. Young.
2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009.
3. To approve amendments to our bylaws to change the voting standard for the election of directors in uncontested elections from a plurality standard to a majority standard.
4. To vote on a proposal from certain entities affiliated with Carl C. Icahn (the "Icahn Entities") to amend our bylaws to fix the size of the Board of Directors at 13 members and remove the Board's ability to change the size of the Board (the "Icahn Bylaw Proposal").
5. To vote on a proposal from the Icahn Entities requesting that our Board of Directors take the necessary steps to propose for stockholder approval that we reincorporate from Delaware to North Dakota and elect to be subject to the North Dakota Publicly Traded Corporations Act (the "Icahn North Dakota Proposal", together with the Icahn Bylaw Proposal, the "Icahn Proposals").
6. To transact such other business as may be properly brought before the meeting and any adjournments.

Only Biogen Idec stockholders of record at the close of business on [    ], 2009 will be entitled to vote at the meeting.

Your vote is extremely important regardless of the number of shares you own. Whether or not you expect to attend the meeting in person, we urge you to vote as promptly as possible by telephone or by Internet by following the instructions on the **WHITE** proxy card or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided. If you are a beneficial owner or you hold your shares in street name, please follow the voting instructions provided by your bank, broker or other nominee.

Please note that the Icahn Entities have provided notice that they intend to nominate their own slate of four nominees for election as directors, submit the Icahn Proposals and solicit proxies for use at the annual meeting of stockholders to vote in favor of their own slate in opposition to Item 1 above and in favor of the Icahn Proposals. We do not believe this is in your best interest. You may receive proxy solicitation materials from the Icahn Entities, including an opposition proxy statement and proxy card. **OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE BOARD'S NOMINEES USING THE ENCLOSED WHITE PROXY CARD AND URGES YOU NOT TO SIGN OR RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY**

**THE ICAHN ENTITIES.** Even if you have previously signed a proxy card sent by the Icahn Entities, you have the right to change your vote by telephone or by Internet by following the instructions on the **WHITE** proxy card or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided. Only the latest dated proxy card you vote will be counted. We urge you to disregard any proxy card sent to you by the Icahn Entities.

If you have any questions or require any assistance with voting your shares, please contact:

**INNISFREE M&A INCORPORATED**  
**STOCKHOLDERS CALL TOLL FREE: 877-750-5836**  
**BANKS AND BROKERS CALL COLLECT: 212-750-5833**

BY ORDER OF OUR BOARD OF DIRECTORS

Susan H. Alexander  
*Secretary*

Cambridge, Massachusetts  
[DATE]

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**Biogen Idec Inc.  
14 Cambridge Center  
Cambridge, Massachusetts 02142**

**PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON [     ], 2009  
AT 9:00 A.M., LOCAL TIME**

**GENERAL INFORMATION ABOUT THE MEETING AND VOTING**

We are sending you this Proxy Statement and the accompanying proxy card because the Board of Directors of Biogen Idec Inc. ( Biogen Idec or the Company ) is soliciting your proxy to vote at our 2009 annual meeting of stockholders (the Annual Meeting ) to be held at [     ] on [     ], 2009 at 9:00 a.m., local time. This Proxy Statement, along with the accompanying Notice of Annual Meeting of Stockholders, summarizes the purposes of the Annual Meeting and the information that you need to know to vote at the Annual Meeting.

Our 2008 Annual Report is being mailed with this Proxy Statement. The Notice of Annual Meeting, this Proxy Statement and our 2008 Annual Report are available online at <http://investor.biogenidec.com>.

The Company has received notice from certain entities affiliated with Carl C. Icahn, namely, Icahn Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP, Icahn Partners Master Fund III LP and High River Limited Partnership (collectively, the Icahn Entities ) of their intention to nominate Alexander J. Denner, Richard C. Mulligan, Thomas F. Deuel and David Sidransky (collectively, the Icahn Nominees ) for election to the Company's Board of Directors at the Annual Meeting. The Icahn Entities have also indicated their intention to submit two proposals at the Annual Meeting (the Icahn Proposals ). The first Icahn Proposal (the Icahn Bylaw Proposal ) is to amend the Second Amended and Restated Bylaws of Biogen Idec (the Bylaws ) in order to fix the number of directors at 13 and eliminate the power of the Board of Directors to fix the number of directors, as more fully described on page 19. The second Icahn Proposal (the Icahn North Dakota Proposal ) is to request that the Board of Directors of Biogen Idec take the necessary steps to propose for stockholder approval that the Company reincorporate from Delaware to North Dakota and elect to be subject to the North Dakota Publicly Traded Corporations Act (the North Dakota Law ), as more fully described beginning on page 20.

The Icahn Nominees have NOT been endorsed by our Board of Directors. We urge stockholders NOT to vote any proxy card that you may receive from the Icahn Entities. Our Board of Directors urges you to vote FOR our nominees for director, Lawrence C. Best, Alan B. Glassberg, Robert W. Pangia and William D. Young.

We are not responsible for the accuracy of any information provided by or relating to the Icahn Entities contained in any proxy solicitation materials filed or disseminated by, or on behalf of, the Icahn Entities or any other statements that the Icahn Entities may otherwise make. The Icahn Entities choose which stockholders receive their proxy solicitation materials.

**Who can vote?**

Each share of our common stock that you own as of the close of business on the record date of [     ], 2009 (the Record Date ) entitles you to one vote on each matter to be voted upon at the Annual Meeting. As of the Record Date, [     ] shares of common stock were outstanding and entitled to vote. We are mailing this Proxy Statement and the accompanying **WHITE** proxy card on or about [     ], 2009 to all stockholders of record as of the Record Date, entitled to notice of and to vote at the Annual Meeting. For 10 days prior to the Annual Meeting, a list of stockholders entitled



to vote will be available for inspection at our executive offices located at 10 Cambridge Center, Cambridge, Massachusetts 02142. If you would like to review the list, please call our Investor Relations department at (617) 679-2812.

Please note that attendance at the Annual Meeting will be limited to stockholders of Biogen Idec as of the Record Date (or their authorized representatives). If your shares are held by a bank, broker or other nominee, please bring to the Annual Meeting your bank or broker statement evidencing your beneficial ownership of Biogen Idec stock to gain admission to the Annual Meeting. Stockholders who plan to attend the Annual Meeting must present valid photo identification. Stockholders of record will be verified against an official list available at the registration area. The

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Company reserves the right to deny admittance to anyone who cannot adequately show proof of share ownership as of the Record Date.

Shares represented by valid proxies, received in time for the Annual Meeting and not revoked prior to the Annual Meeting, will be voted at the Annual Meeting. You can revoke your proxy and change your vote in the manner described on page 3 (under How can I change my vote? ).

### **How do proxies work?**

Our Board of Directors is asking for your proxy. Giving us your proxy means that you authorize us to vote your shares at the Annual Meeting in the manner you direct when you vote by telephone or by Internet by following the instructions on the **WHITE** proxy card or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided. You may vote for all, some, or none of our director nominees. You may also vote for or against the other item(s) or abstain from voting. If you sign and return the enclosed **WHITE** proxy card but do not specify how to vote, we will vote your shares in favor of our director nominees, for the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm, for the amendments to our Bylaws to change the voting standard for the election of directors in uncontested elections from a plurality standard to a majority standard, against the Icahn Bylaw Proposal and against the Icahn North Dakota Proposal.

If your shares are held through a bank, broker or other nominee, please follow the instructions provided by your bank, broker or other nominee.

### **How do I vote?**

It is important that your shares are represented at the Annual Meeting, whether or not you attend the Annual Meeting in person.

To make sure that your shares are represented, we urge you to vote as promptly as possible by telephone or by Internet by following the instructions on the **WHITE** proxy card or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided.

**If you are a registered stockholder (also called a record holder )**, there are four ways to vote:

By calling the toll-free telephone number indicated on your **WHITE** proxy card. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded;

By going to the Internet website indicated on your **WHITE** proxy card. As with telephone voting, you can confirm that your instructions have been properly recorded;

By signing, dating and returning the accompanying **WHITE** proxy card in the postage-paid envelope provided; or

By written ballot at the Annual Meeting. To obtain directions to attend the Annual Meeting, please contact our Investor Relations department at (617) 679-2812.

**If your shares are held in a brokerage account in your broker's name (this is called street name )**, please follow the voting instructions provided by your bank, broker or other nominee. In most cases, you may submit voting instructions by telephone or by Internet to your bank, broker or other nominee, or you can sign, date and return a **WHITE** voting instruction form to your bank, broker or other nominee. If you provide specific voting instructions by

telephone, by Internet or by mail, your bank, broker or other nominee must vote your shares as you have directed.

At the Annual Meeting, we will pass out ballots to anyone who wishes to vote in person. If you hold your shares in street name, you must request a legal proxy from your bank, broker or other nominee to vote by ballot at the Annual Meeting.

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**What should I do if I receive a proxy card from the Icahn Entities?**

The Icahn Entities have provided notice that they intend to nominate their own slate of four nominees for election as directors, submit the Icahn Proposals and solicit proxies for use at the Annual Meeting to vote in favor of their own slate in opposition to Item 1 above and in favor of the Icahn Proposals. You may receive proxy solicitation materials from the Icahn Entities, including an opposition proxy statement and proxy card. **OUR BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD SENT TO YOU BY THE ICAHN ENTITIES.** Even if you have previously signed a proxy card sent by the Icahn Entities, you have the right to change your vote by telephone or by Internet by following the instructions on the **WHITE** proxy card or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided. Only the latest dated proxy card you vote will be counted. We urge you to disregard any proxy card sent to you by the Icahn Entities.

**What does it mean if I receive more than one proxy card?**

If you hold your shares in more than one account, you will receive a **WHITE** proxy card for each account. To ensure that all of your shares are voted, please use the **WHITE** proxy card to vote by telephone or by Internet or sign, date and return a **WHITE** proxy card for each account.

As previously noted, the Icahn Entities have provided notice that they intend to nominate their own slate of four nominees for election as directors at the Annual Meeting, submit the Icahn Proposals and solicit proxies for use at the Annual Meeting to vote in favor of their own slate in opposition to Item 1 above and in favor of the Icahn Proposals. As a result, you may receive proxy cards from both the Icahn Entities and Biogen Idec. To ensure stockholders have Biogen Idec's latest proxy information and materials to vote, our Board of Directors expects to conduct multiple mailings prior to the date of the Annual Meeting, each of which will include a **WHITE** proxy card regardless of whether or not you have previously voted. Only the latest dated proxy card you vote will be counted.

**OUR BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD SENT TO YOU BY THE ICAHN ENTITIES.** Even if you have previously signed a proxy card sent by the Icahn Entities, you have the right to change your vote by re-voting by telephone or by Internet or by signing, dating and returning the enclosed **WHITE** proxy card in the postage-paid envelope provided. A later dated proxy submitted to the Icahn Entities would also revoke a prior proxy granted to the Company. Only the latest dated proxy card you vote will be counted. We urge you to disregard any proxy card sent to you by the Icahn Entities.

**Who should I call if I have any questions?**

If you have any questions, or need assistance voting, please contact our proxy solicitor:

**Innisfree M&A Incorporated**  
**Stockholders Call Toll Free: 877-750-5836**  
**Banks and Brokers Call Collect: 212-750-5833**

**How can I change my vote?**

You may revoke your proxy and change your vote at any time before the Annual Meeting. You may do this by:

Re-voting by telephone or by Internet as instructed above. Only your latest telephone or Internet vote will be counted.

Signing and dating a new proxy card or voting instruction form and submitting it as instructed above. Only your latest proxy card or voting instruction form will be counted.

If your shares are registered in your name, delivering timely written notice of revocation to the Secretary, Biogen Idec Inc., 14 Cambridge Center, Cambridge, Massachusetts 02142.

Attending the Annual Meeting in person and voting in person. Attending the Annual Meeting in person will not in and of itself revoke a previously submitted proxy unless you specifically request it.

Only your latest vote, in whatever form, will be counted.

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### **What is a broker non-vote?**

Under the rules that govern brokers who have record ownership of shares that they hold in street name for their clients who are the beneficial owners of the shares, brokers have the discretion to vote such shares on discretionary, or routine, matters but not on non-discretionary, or non-routine, matters. Broker non-votes generally occur when shares held by a broker nominee for a beneficial owner are not voted with respect to a proposal because the broker nominee has not received voting instructions from the beneficial owner and lacks discretionary authority to vote the shares. Brokers normally have discretion to vote on routine matters, such as uncontested director elections and ratification of independent registered public accounting firms, but not on non-routine matters, such as contested director elections or stockholder proposals (*i.e.* the Icahn Proposals). For brokerage accounts that are sent proxy materials by the Icahn Entities, all items on the proxy card will be considered non-routine matters. Thus, if you hold your shares in street name and the Icahn Entities provide you with proxy solicitation materials through your broker, your broker will not be able to vote your shares unless you provide instructions as to how your shares are to be voted. We urge you to provide instructions to your broker so that your votes may be counted on these important matters. You should vote your shares by following the instructions provided on the **WHITE** voting instruction form and returning your **WHITE** voting instruction form to your broker to ensure that your shares are voted on your behalf.

### **Will my shares be counted if I do not vote?**

If you are a record holder and do not vote by telephone or by Internet or by signing and returning a proxy card, your shares will not be voted.

If you are the beneficial owner of shares held in street name by a bank, broker or other nominee, as the record holder of the shares, your bank, broker or other nominee is required to vote those shares in accordance with your instructions. We urge you to provide instructions to your bank, broker or other nominee so that your votes may be counted on these important matters. You should vote your shares by following the instructions provided on the **WHITE** voting instruction form and returning your **WHITE** voting instruction form to your bank, broker or other nominee to ensure that your shares are voted on your behalf.

If you do not give instructions to your broker, your broker will be entitled to vote your shares with respect to discretionary items but will not be permitted to vote your shares with respect to non-discretionary items (those shares are treated as broker non-votes). For those brokerage accounts not solicited by the Icahn Entities, Proposals 1, 2 and 3 are discretionary items and Proposals 4 and 5 are non-discretionary items. For those brokerage accounts solicited by the Icahn Entities, all items on the agenda will be considered non-discretionary items. Thus, if you hold your shares in street name and the Icahn Entities provide you with proxy solicitation materials through your broker, your broker will not be able to vote your shares unless you provide instructions as to how your shares are to be voted. We urge you to provide instructions to your broker so that your votes may be counted on these important matters. You should vote your shares by following the instructions provided on the **WHITE** voting instruction form and returning your **WHITE** voting instruction form to your bank, broker or other nominee to ensure that your shares are voted on your behalf.

### **How many shares must be present to hold the Annual Meeting?**

A majority of our outstanding shares of common stock as of the Record Date must be present at the Annual Meeting to hold the Annual Meeting and conduct business. This is called a quorum. Shares voted in the manner described above (under How do I vote?) will be counted as present at the Annual Meeting. Shares that are present and entitled to vote on one or more of the matters to be voted upon are counted as present for establishing a quorum.

If a quorum is not present, we expect that the Annual Meeting will be adjourned until we obtain a quorum.

**What vote is required to approve each matter and how are votes counted?**

**Election of Directors.** The four nominees for director receiving the highest number of votes FOR election will be elected as directors. This is called a plurality. Abstentions and broker non-votes, if any, are not counted for purposes of electing directors and will have no effect on the results of this vote. You may vote

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either FOR all of the nominees, WITHHOLD your vote from all of the nominees or WITHHOLD your vote from any one or more of the nominees. Votes that are withheld will not be included in the vote tally for the election of directors.

**Ratification of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm.** The affirmative vote of a majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal is required to ratify PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2009. Abstentions will have the effect of votes against this proposal. Broker non-votes, if any, will have no effect on the results of this vote. We are not required to obtain the approval of our stockholders to select our independent registered public accounting firm. However, if our stockholders do not ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2009, the Finance and Audit Committee of our Board of Directors will reconsider its selection.

**Approval of Bylaw Amendments to Implement Majority Voting in Uncontested Director Elections.** The affirmative vote of the holders of a majority of the stock issued and outstanding and entitled to vote at the Annual Meeting is required to approve amendments to the Company's Bylaws to change the voting standard for the election of directors in uncontested elections from a plurality standard to a majority standard. Abstentions and broker non-votes, if any, will have the effect of votes against this proposal.

**The Icahn Bylaw Proposal.** The affirmative vote of the holders of a majority of the stock issued and outstanding and entitled to vote at the Annual Meeting is required to approve the Icahn Bylaw Proposal. Abstentions and broker non-votes, if any, will have the effect of votes against this proposal.

**The Icahn North Dakota Proposal.** The affirmative vote of a majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal is required to approve the Icahn North Dakota Proposal. Abstentions will have the effect of votes against this proposal. Broker non-votes, if any, will have no effect on the results of this vote. Because the Icahn North Dakota Proposal presents a non-binding resolution, we will not be required to take the requested action if the proposal is approved, although our Board of Directors will reevaluate its recommendation concerning the proposal if it is approved.

### **Are there other matters to be voted on at the Annual Meeting?**

We do not know of any other matters that may come before the Annual Meeting. If any other matters are properly presented to the Annual Meeting, the persons named in the accompanying proxy card intend to vote, or otherwise act, in accordance with their judgment.

### **Where do I find the voting results of the Annual Meeting?**

We will publish final voting results in our Quarterly Report on Form 10-Q for the [ ] quarter of 2009, which we plan to file with the Securities and Exchange Commission (the SEC) by [ ], 2009. You may request a copy of the Form 10-Q by writing to Investor Relations, Biogen Idec Inc., 14 Cambridge Center, Cambridge, Massachusetts 02142. You will also be able to find a copy on the Internet through the SEC's electronic data system called EDGAR at [www.sec.gov](http://www.sec.gov) or through the Investor Relations section of our website at [www.biogenidec.com](http://www.biogenidec.com).

**Important Notice Regarding the Availability of Proxy Materials for Annual Meeting of Stockholders To Be Held at 9:00 a.m., local time, on [ ], 2009:** The Notice of Annual Meeting, this Proxy Statement and our 2008 Annual Report are available online at <http://investor.biogenidec.com>.





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**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Our Board of Directors currently consists of 13 members, divided into two classes of four and one class of five, each serving staggered three-year terms, as follows:

Class 1 directors (terms expire in 2010) Marijn E. Dekkers, Nancy L. Leaming, James C. Mullen, Brian S. Posner and Bruce R. Ross (Chairman).

Class 2 directors (terms expire in 2011) Stelios Papadopoulos, Cecil B. Pickett, Lynn Schenk and Phillip A. Sharp.

Class 3 directors (terms expire at this meeting) Lawrence C. Best, Alan B. Glassberg, Robert W. Pangia and William D. Young.

The terms of our Class 3 directors expire at this Annual Meeting. If re-elected, Messrs. Best, Pangia and Young and Dr. Glassberg will hold office until the annual meeting of stockholders in 2012 and until their successors are duly elected and qualified unless they resign or are removed.

If any of our nominees is unable to serve or for good cause will not serve on our Board of Directors, the shares represented by the enclosed **WHITE** proxy card will be voted for the election of such other person as may be nominated by our Board of Directors in full compliance with all applicable state and federal laws and regulations. We know of no reason why any nominee would be unable or for good cause unwilling to accept nomination or election. All nominees have consented to be named in this Proxy Statement and to serve if elected.

As described in detail below, our nominees have considerable professional and business expertise. Further, our nominees have a proven track record of serving the interests of all stockholders. The recommendation of our Board of Directors is based on its carefully considered judgment that the experience, record and qualifications of our nominees make them the best candidates to serve on our Board of Directors.

**OUR BOARD OF DIRECTORS RECOMMENDS THE ELECTION OF LAWRENCE C. BEST, ALAN B. GLASSBERG, ROBERT W. PANGIA AND WILLIAM D. YOUNG.**

**Information about our Directors**

Prior to the merger with Biogen, Inc. in November 2003 (the Merger), we were known as IDEC Pharmaceuticals Corporation. References to our or us in the following biographical descriptions include Biogen Idec and the former IDEC Pharmaceuticals Corporation.

***Information about our Nominees for Election as Class 3 Directors Terms Expire in 2009***

Lawrence C. Best  
(age 59)

Mr. Best is Chairman and Founder of OXO Capital LLC, a privately-held investment company. Mr. Best was formerly the Chief Financial Officer of Boston Scientific Corporation, a medical device company, from 1992 until June 2007, and retired in July 2007 as an Executive Vice President. From 1981 to 1992, Mr. Best served as Senior

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Partner with Ernst & Young. From 1979 to 1981, Mr. Best served as a Professional Accounting Fellow in the Office of the Chief Accountant at the SEC.

Mr. Best has served as one of our directors since the Merger and served as a director of Biogen, Inc. from February 2003 until the Merger. He is also a director of Haemonetics Corporation, a provider of blood processing products and services.

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Alan B. Glassberg, M.D.  
(age 72)

Dr. Glassberg is a venture partner and member of the Scientific Advisory Board of Bay City Capital, a firm which manages investment funds in the life sciences industry. Dr. Glassberg has been associated with Bay City Capital since August 2006. Dr. Glassberg served as Chief Medical Officer of Poniard Pharmaceuticals, Inc., a biopharmaceutical company, from July 2006 to March 2007, and currently serves as a consultant to Poniard Pharmaceuticals and as a member of its Clinical Advisory Board. Dr. Glassberg retired from the University of California San Francisco in June 2006, where he had served in various capacities since 1970, including as Associate Director of Clinical Care, from 1997 to June 2006, and Director of General Oncology, from 1994 to 1996, at the University of California San Francisco Comprehensive Cancer Center.

Dr. Glassberg has served as one of our directors since 1997.

Robert W. Pangia  
(age 57)

Mr. Pangia is a partner in Ivy Capital Partners, LLC, the general partner of Ivy Healthcare Capital, L.P., a private equity fund specializing in healthcare investments, a position he has held since February 2003. In October 2007 he became Chief Executive Officer of Highlands Acquisition Corp., an AMEX-traded special purpose acquisition company. From 1996 to February 2003, he was self-employed as an investment banker. From 1987 to 1996, Mr. Pangia held various senior management positions at PaineWebber, including Executive Vice President and Director of Investment Banking for PaineWebber Incorporated of New York, member of the board of directors of PaineWebber, Inc., Chairman of the board of directors of PaineWebber Properties, Inc., and member of PaineWebber's executive and operating committees, chair of its equity commitment committee and member of its debt commitment committee.

Mr. Pangia has served as one of our directors since 1997. He is also a director of McAfee, Inc., a security technology company.

William D. Young  
(age 64)

Mr. Young is Chairman and Chief Executive Officer of Monogram Biosciences, Inc., a provider of molecular diagnostic products. Mr. Young has served as Chief Executive Officer of Monogram Biosciences since 1999 and Chairman of the Board since 1998. From 1997 to 1999, he served as Chief Operating Officer of Genentech, Inc. Mr. Young joined Genentech in 1980 as Director of Manufacturing and Process Sciences and became Vice President in 1983. He was promoted to various positions and in 1997 became Chief Operating Officer taking on the responsibilities for all development, operations, and sales and marketing activities. Prior to joining Genentech, Mr. Young was with Eli Lilly & Co. for 14 years.

Mr. Young has served as one of our directors since 1997. He is also a director of Monogram Biosciences, Inc. and Theravance, Inc., a biopharmaceutical development company.

Mr. Young was elected to the National Academy of Engineering in 1993 for his contributions to biotechnology and received an Honorary Doctorate in Engineering from Purdue University in 2000.

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***Class I Directors Terms expire in 2010***

Marijn E. Dekkers, Ph.D.  
(age 51)

Dr. Dekkers is President and Chief Executive Officer of Thermo Fisher Scientific Inc., a provider of scientific equipment and services, and has served in that position since the merger of Thermo Electron Corporation and Fisher Scientific International in November 2006. Prior to that merger, Dr. Dekkers was President and Chief Executive Officer of Thermo Electron Corporation, a position he had held since November 2002. He served as President and Chief Operating Officer of Thermo Electron Corporation from July 2000 to November 2002. Prior to joining Thermo Electron Corporation, Dr. Dekkers held various positions of increasing responsibility at Honeywell International Inc. (formerly AlliedSignal Inc.) and General Electric Company.

Dr. Dekkers has served as one of our directors since May 2007. Dr. Dekkers is also a director of Thermo Fisher Scientific.

Nancy L. Leaming  
(age 61)

Ms. Leaming has been an independent consultant since June 2005 and was the Chief Executive Officer and President of the Tufts Health Plan, a provider of healthcare insurance, from June 2003 to June 2005. Prior to being Chief Executive Officer, Ms. Leaming served as Tufts Health Plan's President and Chief Operating Officer from 1997 to June 2003, Chief Operating Officer from 1995 to 1997 and Chief Operating Officer/Chief Financial Officer from 1986 to 1995.

Ms. Leaming has served as one of our directors since January 2008. Ms. Leaming currently serves as Vice Chair of the Board of the American Red Cross of Massachusetts Bay and as a director of Hologic, Inc., a provider of diagnostic and surgical products, Edgewater Technology, Inc., a technology management consulting firm, and the Boston Chamber of Commerce.

James C. Mullen  
(age 50)

Mr. Mullen is our Chief Executive Officer and President and has served in these positions since the Merger. He was Chairman of the Board and Chief Executive Officer of Biogen, Inc. until the Merger. He was named Chairman of the Board of Biogen, Inc. in July 2002, after being named Chief Executive Officer and President of Biogen, Inc. in June 2000. Mr. Mullen joined Biogen, Inc. in 1989 as Director, Facilities and Engineering. He was named Biogen, Inc.'s Vice President, Operations in 1992. From 1996 to 1999, Mr. Mullen served as Vice President, International of Biogen, Inc., with responsibility for building all Biogen, Inc. operations outside North America. From 1984 to 1988, Mr. Mullen held various positions at SmithKline Beckman Corporation (now GlaxoSmithKline plc).

Mr. Mullen has served as one of our directors since the Merger and served as a director of Biogen, Inc. from 1999 until the Merger. Mr. Mullen is a member of the board of directors and executive committee of the Biotechnology Industry Organization (BIO), and is a former chairman of BIO. He is also a director of PerkinElmer, Inc., a health sciences and photonics company.

Brian S. Posner  
(age 47)

Brian S. Posner is a private investor. From November 2005 to March 2008, Mr. Posner served as Chief Executive Officer and co-Chief Investment Officer of ClearBridge Advisors LLC, an asset management company. Prior to joining ClearBridge Advisors,

Mr. Posner was a co-founder and the Managing Partner of Hygrove Partners LLC, an alternative asset management company formed in June 2000. He served as a portfolio manager and an analyst at Fidelity Investments from 1987 to 1996. From 1997 to 1999, Mr. Posner was a senior executive at Warburg Pincus Asset Management and its successor firm, Credit Suisse Asset Management, where he held a number of roles including co-Chief Investment Officer, portfolio manager and member of the Executive Operating Committee.

Mr. Posner has served as one of our directors since July 2008. He is also a trustee at Northwestern University.

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Bruce R. Ross  
(Chairman)  
(age 68)

Mr. Ross is President of Cancer Rx, a health care consulting firm he founded in 1994. From 1994 to 1997, Mr. Ross was Chief Executive Officer of the National Comprehensive Cancer Network, an association of twenty of the largest cancer centers in the United States. He previously held senior management positions during a 27-year career at Bristol-Myers Squibb, including Senior Vice President, Policy, Planning and Development, Bristol-Myers Squibb Pharmaceutical Group and President, Bristol-Myers Squibb U.S. Pharmaceutical Group.

Mr. Ross has served as Chairman of the Board of Directors since December 2005 and has served as one of our directors since 1997.

***Class 2 Directors Terms Expire in 2011***

Stelios Papadopoulos, Ph.D.  
(age 60)

Dr. Papadopoulos is Chairman of the Board of Exelixis, Inc., a drug discovery and development company that he co-founded in 1994. Dr. Papadopoulos is a co-founder and member of the board of directors of both Anadys Pharmaceuticals, Inc., a drug discovery and development company, and Cellzome, Inc., a privately held drug discovery company. He is also a member of the board of directors of Regulus Therapeutics, Inc., Joule Biotechnologies, Inc. and vice-chairman of the board of directors of BG Medicine, Inc., all privately-held life sciences companies. In the not-for-profit sector, Dr. Papadopoulos is a co-founder and Chairman of Fondation Santé, a member of the board of visitors of Duke University Medical Center and a member of the board of directors of the National Marrow Donor Program. Dr. Papadopoulos is also affiliated with New York University Medical Center as an Adjunct Associate Professor of Cell Biology.

Previously, Dr. Papadopoulos was an investment banker with Cowen & Co., LLC, focusing on the biotechnology and pharmaceutical sectors, from April 2000 until his retirement as Vice Chairman in August 2006. Prior to joining Cowen & Co., he spent 13 years as an investment banker at PaineWebber, Inc., where he was most recently Chairman of PaineWebber Development Corp., a PaineWebber subsidiary focusing on biotechnology.

Dr. Papadopoulos has served as one of our directors since July 2008.

Cecil B. Pickett, Ph.D.  
(age 63)

Dr. Pickett has served as our President, Research and Development and as one of our directors since September 2006. Prior to joining Biogen Idec, Dr. Pickett was Corporate Senior Vice President of Schering-Plough Corporation, a pharmaceutical company, and President of Schering-Plough Research Institute, the pharmaceutical research unit of Schering-Plough Corporation, from March 2002 to September 2006. Prior to that, Dr. Pickett was Executive Vice President of Discovery Research at Schering-Plough Corporation from 1993 to March 2002.

Dr. Pickett is a member of the Institute of Medicine of the National Academy of Sciences and is a director of Zimmer Holdings, Inc., an orthopedic device company.

Lynn Schenk  
(age 64)

Ms. Schenk is an attorney and consultant in private practice with extensive public policy and business experience. She served as Chief of Staff to the Governor of

California from 1999 to November 2003. She also served as a member of the United States House of Representatives from 1993 to 1995, representing California's 49th District, and served as the California Secretary of Business, Transportation and Housing from 1980 to 1983.

Ms. Schenk has served as one of our directors since 1995. She is also a director of Sempra Energy, a Fortune 500 energy services and development company, and a member of the board of the California High Speed Rail Authority.



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Phillip A. Sharp, Ph.D.  
(age 64)

Dr. Sharp is Institute Professor, the highest academic rank, at the Massachusetts Institute of Technology, a position he has held since 1999. He is also a faculty member in the Department of Biology and the Koch Institute for Integrative Cancer Research. Dr. Sharp was the founding Director of the McGovern Institute for Brain Research at the Massachusetts Institute of Technology and served in that position from February 2000 to September 2004. From 1991 to 1999, Dr. Sharp served as Head of the Department of Biology at the Massachusetts Institute of Technology. From 1985 to 1991, Dr. Sharp served as Director of the Koch Institute for Integrative Cancer Research at the Massachusetts Institute of Technology.

Dr. Sharp has served as one of our directors since the Merger, co-founded Biogen, Inc. in 1978, and served as a director of Biogen, Inc. from 1982 until the Merger. Dr. Sharp is also a director of Magen BioSciences, Inc., a pharmaceutical development company focused on dermatological disorders, and co-founder, director and Chairman of the Scientific Advisory Board of Alnylam Pharmaceuticals, Inc., a biopharmaceutical development company.

Dr. Sharp is a Nobel Laureate and a recipient of the National Medal of Science.

## **Corporate Governance**

**Corporate Governance Principles and Related Documents.** Our Corporate Governance Principles are posted on [www.biogenidec.com](http://www.biogenidec.com) in the Company section under Corporate Governance. Also posted on [www.biogenidec.com](http://www.biogenidec.com) under Corporate Governance are the charters of the Compensation and Management Development, Corporate Governance, Finance and Audit, and Transaction Committees of our Board of Directors and our Finance and Audit Committee Practices which describe the key practices utilized by the Finance and Audit Committee in undertaking its functions and responsibilities.

## **Director Independence**

**Board of Directors.** Our Board of Directors has determined that all of our directors and nominees for director, other than Mr. Mullen, our Chief Executive Officer and President, and Dr. Pickett, our President of Research and Development, satisfy the independence requirements of The NASDAQ Stock Market, Inc., or NASDAQ. Our independent directors also included Thomas F. Keller, who retired from our Board of Directors following our 2008 annual meeting of stockholders. In determining that Dr. Dekkers is independent, our Board of Directors considered that while Thermo Fisher Scientific is a supplier to Biogen Idec, the volume of business between the two companies amounts to less than 1% of the revenues of each company, and Dr. Dekkers owns less than 1% of the stock of Thermo Fisher Scientific. In determining that Dr. Glassberg is independent, our Board of Directors considered the fact that during 2006 Dr. Glassberg accepted a position as medical director at a company that is a potential competitor of the Company, but with which the Company has no transactions or arrangements. In determining that Dr. Papadopoulos is independent, our Board of Directors considered the fact that Dr. Papadopoulos is a director and co-founder of three companies that are potential competitors of the Company, but with which the Company has no transactions or arrangements, and that Dr. Papadopoulos is affiliated with three organizations that received payments for services or charitable contributions from Biogen Idec during the past three years that amounted to less than \$200,000 each year. In determining that Dr. Sharp is independent, our Board of Directors evaluated a September 2006 transaction involving a collaboration agreement with Alnylam Pharmaceuticals, Inc. related to the discovery and development of RNAi therapeutics for the potential treatment of progressive multifocal leukoencephalopathy. Dr. Sharp is a founder and director of Alnylam Pharmaceuticals, but he is not an executive officer or significant stockholder. Dr. Sharp did

not participate in our Board's discussion and vote on the Alnylam Pharmaceuticals agreement, nor was he involved in the transaction on Alnylam Pharmaceutical's behalf.

*Committees.* The committees of our Board of Directors consist solely of independent directors, as defined by NASDAQ. The members of our Finance and Audit Committee also meet the additional SEC and NASDAQ independence and experience requirements applicable specifically to members of the Finance and Audit Committee. Our Board has identified Ms. Leaming and Mr. Best as our audit committee financial experts. In addition, all of the members of our Compensation and Management Development Committee are non-employee directors

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within the meaning of the rules of Section 16 of the Securities Exchange Act of 1934, as amended (the Securities Exchange Act ), and outside directors for purposes of Section 162(m) of the Internal Revenue Code. The composition of the committees is set forth below under Information about our Board of Directors and its Committees Composition of Committees and Information about Meetings.

**Meetings of Independent Directors; Independent Chairman.** Independent directors are required to meet without management present twice each year. Independent directors may also meet without management present at such other times as determined by our Chairman of the Board or if requested by at least two other directors. Mr. Ross, who is not an employee, has served as our Chairman of the Board since December 2005. In 2008, our independent directors met without management present nine times. Our Chairman of the Board presides at such meetings and performs such other functions as our Board of Directors may direct, including advising on the selection of committee chairs and advising management on the agenda of meetings of our Board of Directors. In the absence of a non-employee Chairman of the Board, the chair of our Corporate Governance Committee performs the functions otherwise assigned to the Chairman of the Board.

## **Information about our Board of Directors and its Committees**

### **Committees**

Our Board of Directors has four standing committees: a Compensation and Management Development Committee, a Corporate Governance Committee (includes nominating functions), a Finance and Audit Committee, and a Transaction Committee.

Our Compensation and Management Development Committee assists our Board of Directors with its overall responsibility relating to compensation and management development, including recommending the compensation of our Chief Executive Officer to our Board of Directors for approval, approval of compensation for our other executive officers, administration of our equity-based compensation plans and oversight of our talent management strategy and executive development programs (including senior level succession plans), and, together with our Corporate Governance Committee, recommending the compensation of our independent directors and Chairman. The report of the Compensation and Management Development Committee appears on page 37 of this Proxy Statement.

Our Corporate Governance Committee assists our Board of Directors in assuring sound corporate governance practices, identifying qualified individuals to consider for service on our Board of Directors, recommending qualified nominees to our Board of Directors and its committees, and, together with our Compensation and Management Development Committee, recommending the compensation of our independent directors and Chairman.

Our Finance and Audit Committee assists our Board of Directors in its oversight of the integrity of our financial statements, compliance with legal and regulatory requirements, the performance of our internal audit function and our accounting and financial reporting processes. Our Finance and Audit Committee has the sole authority and responsibility to select, evaluate, compensate and replace our independent registered public accounting firm. The report of the Finance and Audit Committee appears on page 13 of this Proxy Statement.

Our Transaction Committee assists our Board of Directors by providing oversight of the Company's corporate development, business development and new ventures transaction activities and making recommendations to our Board of Directors regarding transactions requiring action by our Board of Directors.



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The composition of the standing committees of our Board of Directors as of April 1, 2009 and the number of times that each committee met in 2008 are set forth in the following table:

<b>Committee</b>	<b>Members</b>	<b>Number of Meetings</b>
Compensation and Management Development Committee	William D. Young (Chair) Marijn E. Dekkers Alan B. Glassberg Lynn Schenk	8
Corporate Governance Committee	Bruce R. Ross (Chair) Alan B. Glassberg Lynn Schenk Phillip A. Sharp	7
Finance and Audit Committee	Nancy L. Leaming (Chair) Lawrence C. Best Robert W. Pangia Brian S. Posner	10
Transaction Committee	Robert W. Pangia (Chair) Lawrence C. Best Stelios Papadopoulos Phillip A. Sharp William D. Young	4

Our Board of Directors met 23 times in 2008. No director attended fewer than 75% of the total number of meetings of our Board of Directors and the committees on which he or she served during 2008.

**Information About our Nominating Processes**

Our Corporate Governance Committee is responsible for leading the search for individuals qualified to become members of our Board of Directors, including the review of candidates recommended by stockholders. Our Corporate Governance Committee has the authority to retain a search firm to assist in performing this role. Stockholders may recommend nominees for consideration by our Corporate Governance Committee by submitting the names and supporting information to: Biogen Idec Inc., Attention: Corporate Secretary, 14 Cambridge Center, Cambridge, Massachusetts 02142. Any such recommendation should include at a minimum the name(s) and address(es) of the stockholder(s) making the recommendation and appropriate biographical information for the proposed nominee(s). Candidates who are recommended by stockholders will be considered on the same basis as candidates from other sources. For all potential candidates, our Corporate Governance Committee will consider all factors it deems relevant, including at a minimum those listed under **Director Qualification Standards** on page 13. Director nominations are recommended by our Corporate Governance Committee to our Board of Directors and must be approved by a majority of independent directors.

In addition, our Bylaws contain provisions that address the process by which a stockholder may nominate an individual to