

PDL BIOPHARMA, INC.
 Form 4
 November 08, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
TORRES LAURIE C

(Last) (First) (Middle)

**C/O PDL BIOPHARMA,
 INC., 34801 CAMPUS DRIVE**

(Street)

FREMONT, CA 94555

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PDL BIOPHARMA, INC. [PDLI]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/06/2006		M		13,125 A \$ 13.29	37,507	D
Common Stock	11/06/2006		S ⁽¹⁾		680 D \$ 19.97	36,827	D
Common Stock	11/06/2006		S ⁽¹⁾		198 D \$ 19.98	36,629	D
Common Stock	11/06/2006		S ⁽¹⁾		3,800 D \$ 19.99	32,829	D
Common Stock	11/06/2006		S ⁽¹⁾		515 D \$ 20	32,314	D

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Common Stock	11/06/2006	<u>S⁽¹⁾</u>	100	D	\$ 20.01	32,214	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	500	D	\$ 20.02	31,714	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	32	D	\$ 20.03	31,682	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	300	D	\$ 20.04	31,382	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	200	D	\$ 20.05	31,182	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	100	D	\$ 20.06	31,082	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	100	D	\$ 20.07	30,982	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	800	D	\$ 20.08	30,182	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	700	D	\$ 20.09	29,482	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	600	D	\$ 20.1	28,882	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	2,100	D	\$ 20.11	26,782	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	400	D	\$ 20.12	26,382	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	100	D	\$ 20.13	26,282	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	100	D	\$ 20.15	26,182	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	100	D	\$ 20.16	26,082	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	400	D	\$ 20.17	25,682	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	500	D	\$ 20.2	25,182	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	100	D	\$ 20.21	25,082	D
Common Stock	11/06/2006	<u>S⁽¹⁾</u>	700	D	\$ 20.22	24,382	D

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

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SEC 1474
(9-02)

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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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.29	11/06/2006		M	13,125	<u>(2)</u> 11/03/2013	Common Stock 13,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORRES LAURIE C C/O PDL BIOPHARMA, INC. 34801 CAMPUS DRIVE FREMONT, CA 94555			VP, Human Resources	

Signatures

/s/ Cynthia Shumate by Cynthia Shumate, Attorney in Fact for Laurie C. Torres 11/08/2006

**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).
- (1) Sale was made pursuant to a 10b5-1 plan established by the reporting person.
- (2) Option vests with respect to 2,187.5 shares 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.