

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
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### ISSUER

#### **PDL BIOPHARMA, INC.**

CIK: [882104](#) | IRS No.: [943023969](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2836** Biological products, (no diagnostic substances)

#### Mailing Address

*932 SOUTHWOOD BLVD  
INCLINE VILLAGE NV 89451*

#### Business Address

*932 SOUTHWOOD BLVD  
INCLINE VILLAGE NV 89451  
775-832-8500*

### REPORTING OWNER

#### **MCLAUGHLIN JOHN PETER**

CIK: [1277967](#)  
Type: **4** | Act: **34** | File No.: [000-19756](#) | Film No.: [13553197](#)

#### Mailing Address

*C/O PDL BIOPHARMA, INC.  
932 SOUTHWOOD  
BOULEVARD  
INCLINE VILLAGE NV 89451*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>MCLAUGHLIN JOHN PETER</b>			2. Issuer Name and Ticker or Trading Symbol <b>PDL BIOPHARMA, INC. [PDLI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President, CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>					
C/O PDL BIOPHARMA, INC., 932 SOUTHWOOD BLVD.			4. 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		
(Street) <b>INCLINE VILLAGE, NV 89451</b>								
(City)	(State)	(Zip)						

**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	(A) or (D)			
Common Stock	01/24/2013		A		29,911 <sup>(1)</sup>	A	\$6.72	168,698	D

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

### Explanation of Responses:

- The shares will vest on December 12, 2014, provided Mr. McLaughlin is continuously employed by the Company through such date. In the event Mr. McLaughlin is terminated by PDLI without cause or resigns for good reason, the shares shall ratably accelerate and vest in proportion to the time lapsed during the vesting period. During the vesting period, Mr. McLaughlin has the right to vote the shares and will receive any dividends

and other shareholder distributions paid by PDLI. Such dividends and other distributions shall accumulate with interest and will vest and pay if and when the underlying shares vest.

### Signatures

/s/ Danny J Hart, Jr. Attorney in Fact for John Peter McLaughlin

\*\* Signature of Reporting Person

01/28/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**