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CANADIAN NATURAL RESOURCES LTD

Form 6-K

November 30, 2006

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13A-16 OR 15D-16 OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Month of November 2006

Commission File Number: 1-8795

CANADIAN NATURAL RESOURCES LIMITED

(Exact name of registrant as specified in its charter)

2500, 855 - 2ND STREET S.W., CALGARY, ALBERTA, CANADA T2P 4J8

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☐ Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1). ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in
paper of a Form 6-K if submitted solely to provide an attached annual report
to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in
paper of a Form 6-K if submitted to furnish a report or other document that
the registrant foreign private issuer must furnish and make public under the
laws of the jurisdiction in which the registrant is incorporated, domiciled or
legally organized (the registrant's "home country"), or under the rules of the
home country exchange on which the registrant's securities are traded, as long
as the report or other document is not a press release, is not required to be
and has not been distributed to the registrant's security holders, and, if
discussing a material event, has already been the subject of a Form 6-K
submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the information
to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act
of 1934.

Yes ☐ No ☒

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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

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EXPLANATORY NOTE

The information filed on this Form 6-K is expressly incorporated by reference into the Registrant's Shelf Registration Statement on Form F-9 (File No. 333-125343).

EXHIBIT NUMBER

DESCRIPTION

99.1

Statement of Eligibility of the Trustee on Form T-1.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CANADIAN NATURAL RESOURCES LIMITED
(Registrant)

Date: November 30, 2006

By: /s/ Bruce McGrath

Bruce McGrath

Corporate Secretary

me \$(1) \$(2)

Lawrence C. Best

\$ 121,299 \$ 117,794

Marijn E. Dekkers

\$ 121,299 \$ 117,794

Alan B. Glassberg

\$ 121,299 \$ 117,794

Thomas F. Keller(3)

Nancy L. Leaming(4)

\$ 168,873 \$ 836,774

Robert W. Pangia

\$ 121,299 \$ 117,794

Stelios Papadopoulos(5)

\$ 121,299	\$ 841,094
Brian S. Posner(6)	
\$ 124,915	\$ 994,711
Bruce R. Ross	
\$ 242,597	\$ 235,589
Lynn Schenk	
\$ 121,299	\$ 117,794
Phillip A. Sharp	
\$ 121,299	\$ 117,794
William D. Young	
\$ 121,299	\$ 117,794

- (1) Grant date fair value of 2008 annual restricted stock unit (RSU) grants to non-employee directors, as described in the narrative preceding this table. These RSUs are scheduled to vest in full and be settled in shares on the first anniversary of the grant date.
- (2) Grant date fair value of 2008 annual stock option grants to non-employee directors and stock option grants in connection with initial election as a non-employee director, as described in the narrative preceding this table. The 2008 annual stock option grants are scheduled to vest in full on the first anniversary of the grant date and the stock option grants in connection with initial election are scheduled to vest as described in footnotes 4, 5 and 6.
- (3) Dr. Keller retired from our Board of Directors effective July 9, 2008.
- (4) Ms. Leaming was elected to our Board of Directors on January 8, 2008. In addition to the annual grants of stock options described in note (2) above and in accordance with the 2006 Non-Employee Directors Equity Plan, she received an initial grant of 35,000 stock options on January 8, 2008. These stock options are scheduled to vest 33.3% ratably on the first three anniversaries of the grant date.
- (5) Mr. Papadopoulos was elected to our Board of Directors at the 2008 annual meeting of stockholders effective July 9, 2008. In addition to the annual grants of stock options described in note (2) above and in accordance with the 2006 Non-Employee Directors Equity Plan, he received an initial grant of 35,000 stock options on June 19, 2008. These stock options are scheduled to vest 33.3% ratably on the first three anniversaries of the grant date.
- (6) Mr. Posner was elected to our Board of Directors on July 23, 2008. In addition to the annual grants of stock options described in note (2) above and in accordance with the 2006 Non-Employee Directors Equity Plan, he received an initial grant of 35,000 stock options on July 23, 2008. These stock options are scheduled to vest 33.3% ratably on the first three anniversaries of the grant date.

Table of Contents**Director Equity Outstanding at 2008 Fiscal Year-End**

Name (a)	Option Awards(1)		Stock Awards(2)
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Number of Shares or Units of Stock That Have Not Vested (#) (d)
Lawrence C. Best	69,575	5,700	2,050
Marijn E. Dekkers	17,617	29,033	2,050
Alan B. Glassberg	81,575	5,700	2,050
Thomas F. Keller(3)	52,950		
Nancy L. Leaming		42,900	2,900
Robert W. Pangia	111,575	5,700	2,050
Stelios Papadopoulos		40,700	2,050
Brian S. Posner		39,900	1,750
Bruce R. Ross	71,275	11,400	4,100
Lynn Schenk	46,575	5,700	2,050
Phillip A. Sharp	98,325	5,700	2,050
William D. Young	81,575	5,700	2,050

Notes to Director Equity Outstanding at 2008 Fiscal Year-End Table

- (1) All stock options were granted with a ten-year term. Stock options granted to non-employee Directors as part of the annual grant vest in full on the first anniversary of grant. Stock options granted to Ms. Leaming, Mr. Papadopoulos and Mr. Posner in connection with their initial election to the Board vest in equal thirds on the first three anniversaries of the grant.
- (2) Restricted stock units granted to non-employee Directors as part of the annual grant vest in full on the first anniversary of the grant.
- (3) The post-retirement exercise period for each of Dr. Keller's grants is governed by the terms of the equity plan under which the options were granted.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Our Code of Business Conduct and Corporate Governance Principles, both of which are posted on our corporate website, www.biogenidec.com in the Company section under Corporate Governance, together with our Conflict of Interest Policy, set forth our policies and procedures for the review and approval of transactions with related persons, including transactions that would be required to be disclosed in this Proxy Statement in accordance with SEC rules. In circumstances where one of our directors or executive officers, or a family member, has a direct or indirect material interest in a transaction involving the Company, the Finance and Audit Committee must review and approve all such

proposed transactions or courses of dealing. There are no such relationships or transactions that are required to be disclosed in this Proxy Statement under SEC rules. Indeed, our Code of Business Conduct, which sets forth legal and ethical guidelines for all of our directors and employees, states that directors, executive officers and employees must avoid relationships or activities that might impair their ability to make objective and fair decisions while acting in their Company roles, and our Corporate Governance Principles state that our Board of Directors will not permit any waiver of any ethics policy for any director or officer.

Other

In accordance with the indemnification provisions of our Bylaws, we pay the expenses incurred by our directors and, except in certain circumstances, officers (including our executive officers) in defending actions, suits or proceedings brought against them due to the fact that they are one of our directors or officers in advance of the final disposition of such actions, suits or proceedings upon receipt of an undertaking by them to repay the advanced

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expenses if it is ultimately determined that they are not entitled to be indemnified under the General Corporation Law of the State of Delaware.

DISCLOSURE WITH RESPECT TO OUR EQUITY COMPENSATION PLANS**Equity Compensation Plan Table**

The following table provides information as of December 31, 2008 about:

the number of shares of common stock to be issued upon exercise of outstanding options and vesting of restricted stock units under plans adopted and assumed by us as described in the Compensation Discussion and Analysis;

the weighted-average exercise price of outstanding options under plans adopted and assumed by us; and

the number of shares of common stock available for future issuance under our active plans the 2008 Omnibus Equity Plan, the 2006 Non-Employee Directors Equity Plan and the 1995 Employee Stock Purchase Plan.

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights(1) (a)	Weighted-average Exercise Price of Outstanding Options and Rights(2) (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column(a))(3) (c)
Equity compensation plans approved by stockholders	17,757,618	\$ 53.53	24,901,973
Equity compensation plans not approved by stockholders			
Total	17,757,618	\$ 53.53	24,901,973

- (1) In connection with the merger of Biogen, Inc. with a subsidiary of IDEC Pharmaceuticals Corporation, we assumed all of Biogen, Inc.'s then outstanding options. On an as-converted basis, the options that we assumed from Biogen, Inc. are categorized as follows: (i) as of December 31, 2008, outstanding options to purchase 114,250 shares of common stock under the Biogen, Inc. 1987 Scientific Board Stock Option Plan with a weighted average exercise price of \$42.59; and (ii) as of December 31, 2008, outstanding options to purchase 3,064,977 shares of common stock under the Biogen, Inc. 1985 Stock Option Plan with a weighted average exercise price of \$50.98.

- (2) The weighted-average exercise price includes all outstanding stock options, including the as-converted Biogen, Inc. options described in footnote (1), but does not include restricted stock units, which do not have an exercise price. If the restricted stock units were included in this calculation, the weighted average exercise price would be \$36.47. The total number of restricted stock units included in column (a) is 5,659,054.
- (3) Of these shares, (i) 20,033,198 remain available for future issuance under our 2008 Omnibus Equity Plan, (ii) 448,475 remain available for future issuance under our 2006 Non-Employee Directors Equity Plan and (iii) 4,420,300 remain available under our 1995 Employee Stock Purchase Plan. In addition to shares issuable upon the exercise of options or rights, the shares under the 2008 Omnibus Equity Plan and the 2006 Non-Employee Directors Equity Plan may also be issued other than upon such exercise.

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MISCELLANEOUS

Stockholder Proposals

Stockholder proposals submitted pursuant to Securities Exchange Act Rule 14a-8 and intended to be presented at our 2010 annual meeting of stockholders must be received by our Secretary no later than [] to be eligible for inclusion in our proxy statement and form of proxy relating to that meeting.

A stockholder proposal not included in our proxy statement for the 2010 annual meeting of stockholders will be ineligible for presentation at the meeting unless the stockholder gives timely notice of the proposal in writing to our Secretary at our principal executive offices and otherwise complies with the provisions of our Bylaws. To be timely, our Bylaws provide that we must have received the stockholder's notice not less than 90 days nor more than 120 days in advance of the anniversary of the date this Proxy Statement was released to stockholders in connection with our 2009 annual meeting of stockholders. However, if the date of the 2010 annual meeting of stockholders is changed by more than 30 days from the annual meeting date contemplated at the time of this Proxy Statement, we must receive the stockholder's notice not earlier than the close of business on the 120th day prior to the 2010 annual meeting of stockholders and not later than the close of business on the later of (i) the 90th day prior to the 2010 annual meeting of stockholders and (ii) the 10th day following the day on which public announcement of the date of the 2010 annual meeting of stockholders is first made.

All stockholder proposals should be sent to our executive offices at 14 Cambridge Center, Cambridge, Massachusetts 02142, Attention: Corporate Secretary.

Incorporation by Reference

Notwithstanding anything to the contrary set forth in any of our previous filings under the securities laws that might incorporate future filings, including this Proxy Statement, in whole or in part, the Compensation and Management Development Committee Report, the Finance and Audit Committee Report, the content of *www.biogenidec.com*, including the charters of the committees of our Board of Directors, our Corporate Governance Principles, our Finance and Audit Committee Practices and our Code of Business Conduct, included or referenced in this Proxy Statement shall not be incorporated by reference into any such filings.

Copies of Annual Meeting Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple stockholders in your household. **We will promptly deliver a separate copy of these documents without charge to you if you write or call Investor Relations, Biogen Idec Inc., 14 Cambridge Center, Cambridge, Massachusetts 02142, (617) 679-2812.** If you want to receive separate copies of the proxy statement or annual report in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address or phone number.

Manner and Cost of Proxy Solicitation

The Company pays the cost of soliciting proxies. The Company estimates that the total expenditures relating to the Company's current proxy solicitation (other than salaries and wages of officers and employees) will be approximately

\$[], of which approximately \$[] has been incurred as of the date hereof. In addition to solicitation by mail, our directors, executive officers and employees identified in Appendix B may, without additional compensation, solicit proxies in person or by telephone or other electronic means.

The Company has retained Innisfree M&A Incorporated as proxy solicitors, at an estimated fee of \$750,000 plus reasonable out-of-pocket expenses, to assist in the proxy solicitation. The Company will reimburse brokerage houses, banks, custodians and other nominees and fiduciaries for out-of-pocket expenses incurred in forwarding the Company's proxy solicitation materials to, and obtaining instructions relating to such materials from, beneficial owners of the Company's common stock. Innisfree has advised the Company that approximately up to 125 of its

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employees will be involved in the proxy solicitation by Innisfree on behalf of the Company. In addition, Innisfree and certain related persons will be indemnified against certain liabilities arising out of or in connection with the engagement.

The Company has retained Kekst and Company as its public relations adviser in connection with the proxy solicitation. The Company has agreed to pay customary compensation for such services and to reimburse Kekst and Company for its out-of-pocket expenses arising out of or in connection with the engagement. The Company has also agreed to indemnify Kekst and Company against certain liabilities arising out of or in connection with the engagement.

Other Matters

Our Board of Directors knows of no other business which will be presented at the Annual Meeting. If other business is properly brought before the Annual Meeting, proxies in the enclosed form will be voted in accordance with the judgment of the persons voting the proxies.

WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING, YOU ARE URGED TO SIGN, DATE AND RETURN THE ENCLOSED WHITE PROXY CARD AT YOUR EARLIEST CONVENIENCE.

By order of our Board of Directors:

Susan H. Alexander
Secretary

Cambridge, Massachusetts
[DATE]

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APPENDIX A

AMENDMENTS TO SECOND AMENDED AND RESTATED BYLAWS

(PROPOSAL 3)

The first paragraph of Section 2.2 of the Company's Bylaws shall be amended as follows, with deletions indicated by strike throughs and additions indicated by underlining:

2.2 Annual Meeting

Annual meetings of stockholders shall be held each year at such place, date and time as shall be designated from time to time by the Board and stated in the notice of the meeting. At each such annual meeting, the stockholders shall elect ~~by a plurality vote~~ the number of directors equal to the number of directors of the class whose term expires at such meeting (or, if fewer, the number of directors properly nominated and qualified for election) to hold office until the third succeeding annual meeting of stockholders after their election and until their successors are duly elected and qualified or until their earlier resignation, removal from office, death or incapacity. Except in a contested election, the vote required for the election of a director by the stockholders shall be the affirmative vote of a majority of the votes cast in favor of or against a nominee. In a contested election, directors shall be elected by a plurality of the votes so cast. A contested election shall be one in which there are more nominees than positions on the Board to be filled at the meeting as of the fourteenth (14th) day prior to the date on which the corporation files its definitive proxy statement with the Securities and Exchange Commission. Any subsequent amendment or supplement of the definitive proxy statement shall not affect the status of the election. The stockholders shall also transact such other business as may properly be brought before the meeting.

A new Section 3.16 shall be added to the Company's Bylaws to read as follows:

3.16 Conditional Resignation

The Board shall not nominate for election as director any candidate who has not agreed to tender, promptly following the annual meeting at which he or she is elected as director, an irrevocable resignation that will be effective upon (a) the failure to receive the required number of votes for reelection at the next annual meeting of stockholders at which he or she faces reelection, and (b) acceptance of such resignation by the Board. In addition, the Board shall not fill a director vacancy or newly created directorship with any candidate who has not agreed to tender, promptly following his or her appointment to the Board, the same form of resignation.

If an incumbent director fails to receive the number of votes required for reelection, the Board (excluding the director in question) shall, within 90 days after certification of the election results, decide whether to accept the director's resignation, taking into account such factors as it deems relevant. Such factors may include, without limitation, the stated reason or reasons why stockholders voted against such director's reelection, the qualifications of the director (including, for example, whether the director is an audit committee financial expert), and whether accepting the resignation would cause the Company to fail to meet any applicable listing standards or would violate state law. The Board shall promptly disclose its decision and, if applicable, the reasons for rejecting the resignation in a filing with the Securities and Exchange Commission.

Table of Contents**APPENDIX B****INFORMATION CONCERNING PARTICIPANTS
IN THE COMPANY'S SOLICITATION OF PROXIES**

The following table sets forth the name and the present principal occupation or employment of our officers and employees, and the names of our directors, who, under the rules of the SEC, are considered to be participants in our solicitation of proxies from our stockholders in connection with the Annual Meeting. The principal occupations of our directors who are considered participants in our solicitation are set forth under the section above titled Proposal 1: Election of Directors of this Proxy Statement. The business address of each participant is Biogen Idec Inc., 14 Cambridge Center, Cambridge, Massachusetts 02142.

Name	Occupation/Position
Susan H. Alexander	Executive Vice President and General Counsel
Lawrence C. Best	Director
Paul J. Clancy	Chief Financial Officer
Marijn E. Dekkers, Ph.D.	Director
Alan B. Glassberg, M.D.	Director
Nancy L. Leaming	Director
James C. Mullen	Director; Chief Executive Officer
Robert W. Pangia	Director
Michael Panzara	Vice President and Chief Medical Officer
Stelios Papadopoulos, Ph.D.	Director
Cecil B. Pickett, Ph.D.	Director; President, Research and Development
Brian S. Posner	Director
Bruce R. Ross	Director
Lynn Schenk	Director
Phillip A. Sharp, Ph.D.	Director
William Sibold	Senior Vice President, U.S. Commercial
Elizabeth F. Woo	Vice President, Investor Relations
William D. Young	Director

Information Regarding Ownership of the Company's Securities by Participants

The shares of our common stock beneficially owned or held as of March 30, 2009 by the directors listed above and Mr. Clancy are set forth in the section titled Stock Ownership of this Proxy Statement. Shares beneficially owned by Ms. Alexander are included in the Directors and executive officers as a group (18 persons) line item under such section. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to the shares. Shares beneficially owned as of March 30, 2009 include shares subject to options that are currently exercisable or exercisable within 60 days of March 30, 2009 and shares subject to restricted stock units that vest within 60 days of March 30, 2009.

Ms. Alexander is the beneficial owner, as of March 30, 2009, of 9,816 shares of our common stock, options to purchase 69,730 shares of common stock, and no shares subject to restricted stock units.

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Mr. Panzara is the beneficial owner, as of March 30, 2009, of 356 shares of our common stock, options to purchase 5,437 shares of common stock and no shares subject to restricted stock units.

Mr. Sibold is the beneficial owner, as of March 30, 2009, of 25 shares of our common stock, options to purchase 8,904 shares of common stock and 653 shares subject to restricted stock units.

Ms. Woo is the beneficial owner, as of March 30, 2009, of 865 shares of our common stock, options to purchase 15,368 shares of common stock and no shares subject to restricted stock units.

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Table of Contents**Information Regarding Transactions in the Company's Securities by Participants**

The following table sets forth all transactions that may be deemed purchases and sales of shares of our common stock by the individuals who are considered participants between March 30, 2007 and March 30, 2009. Except as described in this Proxy Statement, shares of our common stock owned of record by each participant are also beneficially owned by such participant. Unless otherwise indicated, all transactions were in the public market and none of the purchase price or market value of those shares is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities.

Name	Date	# of Shares	Transaction Footnote
Susan H. Alexander	1/30/2008	(1,129)	(6)
	2/12/2008	(1,271)	(6)
	2/12/2008	14,040	(2)
	2/12/2008	39,320	(1)
	2/15/2008	(847)	(6)
	7/8/2008	(8,599)	(4)
	7/22/2008	(2,000)	(4)
	8/1/2008	6,000	(2)
	1/30/2009	(1,146)	(6)
	2/12/2009	(1,486)	(6)
	2/12/2009	(1,217)	(6)
	2/15/2009	(847)	(6)
	2/24/2009	9,400	(2)
	2/24/2009	25,000	(1)
Lawrence C. Best	5/31/2007	2,300	(2)
	5/31/2007	5,950	(1)
	6/19/2008	2,050	(2)
Paul J. Clancy	6/19/2008	5,700	(1)
	6/1/2007	9,000	(2)
	8/1/2007	(265)	(6)
	9/4/2007	8,000	(2)
	9/4/2007	20,000	(1)
	2/6/2008	(522)	(6)
	2/12/2008	(742)	(6)
	2/12/2008	43,940	(1)
	2/12/2008	15,690	(2)
	2/12/2008	(958)	(4)
	2/17/2008	(1,017)	(6)
	2/21/2008	(2,183)	(4)
	6/1/2008	(953)	(6)
	7/1/2008	(4,208)	(4)
	8/1/2008	6,000	(2)
	8/1/2008	(265)	(6)
	8/8/2008	(368)	(4)
	8/8/2008	(200)	(4)
	9/4/2008	(1,114)	(6)

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Name	Date	# of Shares	Transaction Footnote
	2/6/2009	(529)	(6)
	2/12/2009	(741)	(6)
	2/12/2009	(1,661)	(6)
	2/24/2009	10,070	(2)
	2/24/2009	26,785	(1)
Marijn E. Dekkers, Ph.D.	5/31/2007	2,300	(2)
	5/31/2007	35,000	(1)
	5/31/2007	5,950	(1)
	6/19/2008	5,700	(1)
	6/19/2008	2,050	(2)
Alan B. Glassberg, M.D.	5/30/2007	20,000	(3)
	5/30/2007	(20,000)	(4)
	5/31/2007	2,300	(2)
	5/31/2007	5,950	(1)
	4/29/2008	10,000	(3)
	4/29/2008	(10,000)	(4)
	6/19/2008	5,700	(1)
	6/19/2008	2,050	(2)
Nancy L. Leaming	1/8/2008	850	(2)
	1/8/2008	2,200	(1)
	1/8/2008	35,000	(1)
	6/19/2008	2,050	(2)
	6/19/2008	5,700	(1)
	1/13/2009	(340)	(4)
James C. Mullen	2/7/2008	(9,725)	(6)
	2/13/2008	(9,742)	(6)
	2/13/2008	59,300	(2)
	2/13/2008	166,100	(1)
	4/11/2008	745,750	(3)
	4/11/2008	(745,750)	(4)
	4/14/2008	200	(3)
	4/14/2008	(200)	(4)
	4/15/2008	12,800	(3)
	4/15/2008	(12,800)	(4)
	2/7/2009	(9,228)	(6)
	2/13/2009	(9,742)	(6)
	2/13/2009	(8,253)	(6)
	2/25/2009	49,455	(2)
	2/25/2009	131,530	(1)
Robert W. Pangia	5/31/2007	2,300	(2)
	5/31/2007	5,950	(1)
	4/8/2008	30,000	(3)
	4/8/2008	(30,000)	(4)
	6/19/2008	5,700	(1)

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Name	Date	# of Shares	Transaction Footnote
Michael Panzara	6/19/2008	2,050	(2)
	3/30/2007	188	(5)
	6/1/2007	6,000	(2)
	6/29/2007	78	(5)
	7/12/2007	2,984	(3)
	7/12/2007	(2,984)	(4)
	7/12/2007	500	(3)
	7/12/2007	(500)	(4)
	7/12/2007	1,493	(3)
	7/12/2007	(1,493)	(4)
	8/15/2007	966	(3)
	8/15/2007	(966)	(4)
	9/6/2007	9,200	(3)
	9/6/2007	(9,200)	(4)
	9/28/2007	42	(5)
	10/3/2007	(395)	(4)
	10/15/2007	5,000	(3)
	10/15/2007	(5,000)	(4)
	12/31/2007	1,493	(3)
	12/31/2007	(1,493)	(4)
	12/31/2007	49	(5)
	2/6/2008	500	(3)
	2/6/2008	(500)	(4)
	2/6/2008	(85)	(6)
	2/6/2008	(496)	(6)
	2/12/2008	2,890	(2)
	2/12/2008	8,090	(1)
	2/12/2008	(477)	(6)
	2/12/2008	(1,019)	(4)
	2/17/2008	(455)	(6)
	2/19/2008	(1,023)	(4)
	2/21/2008	(975)	(4)
	3/31/2008	109	(5)
	6/1/2008	(635)	(6)
	6/4/2008	(1,365)	(4)
	6/30/2008	51	(5)
	7/21/2008	2,915	(3)
	7/21/2008	(2,915)	(4)
	9/30/2008	47	(5)
	12/1/2008	3,500	(2)
	12/31/2008	57	(5)
	2/6/2009	(506)	(6)
	2/6/2009	(90)	(6)
	2/12/2009	(307)	(6)

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Name	Date	# of Shares	Transaction Footnote
	2/12/2009	(477)	(6)
	2/23/2009	(1,023)	(4)
	2/23/2009	(657)	(4)
	2/23/2009	(827)	(4)
	2/23/2009	(176)	(4)
	2/24/2009	6,695	(1)
	2/24/2009	2,520	(2)
Stelios Papadopoulos, Ph.D.	7/9/2008	2,050	(2)
	7/9/2008	5,700	(1)
	7/9/2008	35,000	(1)
Cecil B. Pickett, Ph.D.	10/2/2007	(18,704)	(6)
	2/12/2008	27,000	(2)
	2/12/2008	(9,773)	(6)
	7/22/2008	(5,000)	(4)
	7/22/2008	(9,054)	(4)
	7/22/2008	(9,054)	(4)
	7/23/2008	(5,054)	(4)
	10/2/2008	(18,704)	(6)
	2/4/2009	(8,698)	(4)
	2/24/2009	30,000	(2)
	2/24/2009	(12,525)	(6)
Brian S. Posner	7/23/2008	35,000	(1)
	7/23/2008	1,750	(2)
	7/23/2008	4,900	(1)
Bruce R. Ross	5/31/2007	4,600	(2)
	5/31/2007	11,900	(1)
	5/31/2007	(1,500)	(4)
	7/24/2007	5,000	(3)
	7/24/2007	(5,000)	(4)
	7/25/2007	5,000	(3)
	7/25/2007	(5,000)	(4)
	8/15/2007	6,250	(3)
	8/15/2007	(6,250)	(4)
	8/24/2007	6,250	(3)
	8/24/2007	(6,250)	(4)
	6/4/2008	(200)	(4)
	6/4/2008	(20)	(4)
	6/4/2008	(200)	(4)
	6/4/2008	(200)	(4)
	6/4/2008	(400)	(4)
	6/4/2008	(20)	(4)
	6/4/2008	(500)	(4)
	6/4/2008	(100)	(4)
	6/4/2008	(100)	(4)

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Name	Date	# of Shares	Transaction Footnote
	6/4/2008	(100)	(4)
	6/19/2008	2,050	(2)
	6/19/2008	2,050	(2)
	6/19/2008	5,700	(1)
	6/19/2008	5,700	(1)
Lynn Schenk	10/15/2007	63,000	(3)
	10/15/2007	(63,000)	(4)
	7/9/2008	5,700	(1)
	7/9/2008	2,050	(2)
Phillip A. Sharp, Ph.D.	4/8/2008	100,000	(3)
	4/8/2008	(100,000)	(4)
	7/9/2008	2,050	(2)
	7/9/2008	5,700	(1)
	7/21/2008	(72,500)	(4)
William Sibold	3/30/2007	601	(5)
	4/23/2007	(113)	(4)
	5/1/2007	(81)	(6)
	5/1/2007	(127)	(6)
	5/7/2007	446	(3)
	5/7/2007	(446)	(4)
	6/1/2007	9,000	(2)
	6/27/2007	1,990	(3)
	6/27/2007	(1,990)	(4)
	6/27/2007	3,980	(3)
	6/27/2007	(3,980)	(4)
	6/29/2007	133	(5)
	7/24/2007	5,031	(3)
	7/24/2007	(5,031)	(4)
	10/15/2007	3,900	(3)
	10/15/2007	(3,900)	(4)
	11/1/2007	8,700	(1)
	11/1/2007	3,400	(2)
	12/31/2007	1,990	(3)
	12/31/2007	(1,990)	(4)
	2/6/2008	(491)	(6)
	2/12/2008	(318)	(6)
	2/12/2008	6,190	(2)
	2/12/2008	17,350	(1)
	2/12/2008	(842)	(4)
	2/17/2008	(413)	(6)
	2/21/2008	(887)	(4)
	3/31/2008	440	(5)
	4/8/2008	450	(3)
	4/8/2008	(450)	(4)

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Name	Date	# of Shares	Transaction Footnote
Elizabeth F. Woo	4/8/2008	(734)	(4)
	4/8/2008	(682)	(4)
	5/1/2008	(81)	(6)
	5/1/2008	(127)	(6)
	5/8/2008	(172)	(4)
	5/8/2008	(273)	(4)
	6/1/2008	(953)	(6)
	6/4/2008	(2,047)	(4)
	6/5/2008	450	(3)
	6/5/2008	(450)	(4)
	6/30/2008	24	(5)
	7/22/2008	1,942	(3)
	7/22/2008	(1,942)	(4)
	7/30/2008	(440)	(4)
	9/2/2008	10,000	(2)
	11/1/2008	(361)	(6)
	11/6/2008	(773)	(4)
	2/6/2009	(504)	(6)
	2/11/2009	(829)	(4)
	2/12/2009	(656)	(6)
	2/12/2009	(318)	(6)
	2/19/2009	(682)	(4)
	2/19/2009	(1,408)	(4)
	2/24/2009	10,715	(1)
	2/24/2009	4,030	(2)
	3/30/2007	452	(5)
	6/29/2007	211	(5)
	12/27/2007	(655)	(4)
	12/27/2007	(2,296)	(4)
	2/4/2008	1,700	(3)
	2/4/2008	(1,700)	(4)
	2/4/2008	8,240	(3)
	2/4/2008	(8,240)	(4)
	2/6/2008	(305)	(6)
	2/12/2008	6,610	(1)
	2/12/2008	2,360	(2)
	2/12/2008	(253)	(6)
	2/12/2008	(655)	(4)
	2/14/2008	3,564	(3)
	2/14/2008	(3,564)	(4)
	2/17/2008	(509)	(6)
	2/19/2008	(541)	(4)
	2/21/2008	1,091	(4)
	4/8/2008	2,156	(3)

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Name	Date	# of Shares	Transaction Footnote
	4/8/2008	(2,156)	(4)
	4/8/2008	2,300	(3)
	4/8/2008	(2,300)	(4)
	4/10/2008	3,574	(3)
	4/10/2008	(3,574)	(4)
	7/21/2008	221	(3)
	7/21/2008	(221)	(4)
	7/22/2008	1,540	(3)
	7/22/2008	(1,540)	(4)
	7/22/2008	2,817	(3)
	7/22/2008	(2,817)	(4)
	8/1/2008	3,000	(2)
	2/6/2009	(365)	(6)
	2/11/2009	(595)	(4)
	2/12/2009	(250)	(6)
	2/12/2009	(285)	(6)
	2/19/2009	(537)	(4)
	2/19/2009	(508)	(4)
	2/24/2009	1,680	(2)
	2/24/2009	4,465	(1)
William D. Young	6/19/2008	5,700	(1)
	6/19/2008	2,050	(2)

(1) Stock option grant.

(2) Restricted stock unit grant.

(3) Exercise of stock options pursuant to plans intended to comply with Rule 10b5-1.

(4) Open market sale of common stock pursuant to plans intended to comply with Rule 10b5-1.

(5) Purchase of common stock through employee stock purchase plan.

(6) Payment of tax liability by withholding securities incident to vesting.

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Miscellaneous Information Regarding Participants

Except as described in this Appendix B or the Proxy Statement, to our knowledge, none of the participants (i) beneficially owns (within the meaning of Rule 13d-3 under the Exchange Act), directly or indirectly, any shares or other securities of our Company or any of our subsidiaries, (ii) has purchased or sold any of such securities within the past two years or (iii) is, or within the past year was, a party to any contract, arrangement or understanding with any person with respect to any such securities. Except as disclosed in this Appendix B or the Proxy Statement, to the best knowledge of the participants, none of their associates beneficially owns, directly or indirectly, any of our securities. Other than as disclosed in this Appendix B or the Proxy Statement, to our knowledge, neither we nor any of the participants has any substantial interests, direct or indirect, by security holding or otherwise, in any matter to be acted upon at the Annual Meeting or is or has been within the past year a party to any contract, arrangement or understanding with any person with respect to any of our securities, including, but not limited to, joint ventures, loan or option agreements, put or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies. Other than as set forth in this Appendix B or the Proxy Statement, to our knowledge, none of the participants or any of their associates has had or will have a direct or indirect material interest in any transaction or series of similar transactions since the beginning of our last fiscal year or any currently proposed transactions, or series of similar transactions, to which we or any of our subsidiaries was or is to be a party in which the amount involved exceeds \$120,000.

Other than as set forth in this Appendix B or the Proxy Statement, to our knowledge, none of us, any of the participants or any of their associates has any arrangements or understandings with any person with respect to any future employment by us or our affiliates or with respect to any future transactions to which we or any of our affiliates will or may be a party.

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**NOTICE OF ANNUAL MEETING
AND PROXY STATEMENT**

[DATE]

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**PRELIMINARY PROXY CARD, SUBJECT TO COMPLETION
PLEASE VOTE YOUR PROXY TODAY!
SEE REVERSE SIDE
FOR THREE EASY WAYS TO VOTE YOUR PROXY.**

TO VOTE BY MAIL PLEASE DETACH PROXY CARD HERE AND RETURN IN THE POSTAGE-PAID
ENVELOPE PROVIDED

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**BIOGEN IDEC INC.
PROXY SOLICITED BY THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], 2009**

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement of Biogen Idec Inc. (the Company), dated [], 2009, in connection with the Company's annual meeting of stockholders to be held on [], 2009 at 9:00 a.m., local time, at [], and does hereby appoint James C. Mullen, Paul J. Clancy and Susan H. Alexander, and each of them (with full power to act alone), proxies of the undersigned with all the powers the undersigned would possess if personally present and with full power of substitution in each of them, to appear and vote all shares of common stock of the Company which the undersigned would be entitled to vote if personally present at the 2009 annual meeting of stockholders, and at any adjournment or postponement thereof.

The shares represented hereby will be voted as directed herein. In each case if no direction is indicated, such shares will be voted FOR the election of all of the nominees in Proposal 1 and FOR Proposals 2 and 3 and AGAINST Proposals 4 and 5. As to any other matter that may properly come before the meeting or any adjournment or postponement thereof, said proxy holders will vote in accordance with their best judgment.

This proxy may be revoked in writing any time prior to the voting thereof. The undersigned hereby revokes all proxies previously given by the undersigned to vote at the Annual Meeting of Stockholders or any adjournment or postponement thereof.

YOUR VOTE IS VERY IMPORTANT PLEASE VOTE TODAY.

(Continued and to Be Signed On Reverse Side.)

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YOUR VOTE IS IMPORTANT

Please take a moment now to vote your shares of Biogen Idec Inc. common stock for the upcoming annual meeting of stockholders.

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY IN ONE OF THREE WAYS:

- 1. Vote by Telephone** Call toll-free in the U.S. or Canada at **1-866-252-6915**, on a touch-tone telephone. If outside the U.S. or Canada, call 1-**215-521-1345**. Please follow the simple instructions. You will be required to provide the unique control number printed below.

OR

- 2. Vote on the Internet** Access <https://www.proxyvotenow.com/biib> and follow the simple instructions. Please note, you must type an **s** after **http**. You will be required to provide the unique control number printed below.

CONTROL NUMBER:

You may vote by telephone or on the Internet 24 hours a day 7 days a week. Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

OR

- 3. Vote by Mail** If you do not wish to vote by telephone or on the Internet, please complete, sign, date and return the proxy card in the envelope provided, or mail to: Biogen Idec Inc., c/o Innisfree M&A Incorporated, FDR Station, P.O. Box 5155, New York, NY 10150-5155.

TO VOTE BY MAIL PLEASE DETACH PROXY CARD HERE AND RETURN IN THE POSTAGE-PAID ENVELOPE PROVIDED

The Board of Directors recommends a vote FOR all nominees in proposal 1.

ction of directors*

FOR ALL	WITHHOLD FROM ALL	FOR ALL, WITH EXCEPTIONS
--------------------	------------------------------	-------------------------------------

Lawrence C. Best 02	Alan B. Glassberg
Robert W. Pangia 04	William D. Young

o	o	o
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INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL, WITH EXCEPTIONS and write the number(s) of the excepted nominee(s) in the space provided: _____**

The Board of Directors recommends a vote

FOR proposals 2 and 3.

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

o	o	o
---	---	---

ratify the selection of
ewaterhouseCoopers LLP as the
company's independent registered public
accounting firm for the fiscal year ending
ember 31, 2009.

The Board of Directors recommends a vote

**AGAINST proposals 4 and
FOR AGAINST ABS**

- | | | |
|--|---|---|
| 4. Shareholder proposal to amend the Company's bylaws to fix the size of the | o | o |
|--|---|---|

Board at 13 members and remove the Board's ability to change the size of the Board.

approve amendments to the Company's laws to change the voting standard for the election of directors in uncontested elections from a plurality standard to a majority standard.

FOR
o

AGAINST
o

ABSTAIN
o

5. Shareholder proposal that the Company reincorporate from Delaware to North Dakota and elect to be subject to the North Dakota Publicly Traded Corporations Act.
- FOR
o
- AGAINST
o
- ABS
o

In their discretion, the proxies are also authorized to vote upon such other matters as may properly come before the meeting, and at any adjournment or postponement thereof.

Date , 2009

Signature

Signature (if jointly held)

Title

Please date and sign exactly as the name(s) appear(s) on this card. Joint owners should each sign. Please give full title when signing as executor, administrator, trustee, attorney, guardian for a minor, etc. Signatures for corporations and partnerships should be in the corporate or firm name by an

authorized person.