

MEDIMMUNE INC /DE

Form S-8 POS

June 14, 2005

As filed with the Securities and Exchange Commission on June 14, 2005

Registration No. 333-79241

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MEDIMMUNE, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|--------------------------------------|
| DELAWARE | One MedImmune Way | 55-1555759 |
| (State or other jurisdiction of incorporation or organization) | Gaithersburg, Maryland 20878 (Address of Principal Executive Offices) (Zip Code) | (I.R.S. Employer Identification No.) |

1999 Stock Option Plan

(Full Title of the Plan)

David M. Mott

Chief Executive Officer, President and Vice Chairman

MedImmune, Inc.

One MedImmune Way

Gaithersburg, Maryland 20878

(Name and address of agent for service)

Telephone number, including area code, of agent for service:

(301) 398-0000

This Post-effective Amendment No. 2 is being filed with the Securities and Exchange Commission by the Registrant, in order to de-register 2,000,000 shares of the Registrant's common stock, par value \$.01 per share, covered under the Company's 1999 Stock Option Plan that are not subject to outstanding stock options. Such shares were registered under a Registration Statement on Form S-8 (Registration No. 333-79241) which was filed on May 25, 1999, as modified pursuant to General Instruction E of Form S-8 by Registration Statements on Form S-8 filed on May 8, 2001 (Registration No. 333-60408), June 13, 2002 (Registration No. 333-90402) and May 27, 2003 (Registration No. 333-105578). The Registrant has carried forward all of the deregistered shares to a Registration Statement on Form S-8 covering the Registrant's 2004 Stock Incentive Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gaithersburg, State of Maryland, on the 14th day of June, 2005.

MEDIMMUNE, INC.
 By: /s/ DAVID M. MOTT
 David M. Mott
 Chief Executive Officer, President and Vice Chairman

Pursuant to the requirements of the Securities Act of 1933, this Post-effective Amendment No. 2 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|---------------|
| /s/ WAYNE T. HOCKMEYER, PH.D. Wayne T. Hockmeyer, Ph.D. | Chairman of the Board | June 14, 2005 |
| /s/ DAVID M. MOTT David M. Mott | Chief Executive Officer, President and Vice Chairman of the Board (Principal Executive Officer) | June 14, 2005 |
| /s/ DAVID BALTIMORE, PH. D. David Baltimore, Ph. D. | Director | June 14, 2005 |
| /s/ M. JAMES BARRETT, PH.D. M. James Barrett, Ph.D. | Director | June 14, 2005 |
| /s/ JAMES H. CAVANAUGH, PH.D. James H. Cavanaugh, Ph.D. | Director | June 14, 2005 |
| /s/ BARBARA HACKMAN FRANKLIN Barbara Hackman Franklin | Director | June 14, 2005 |
| /s/ GORDON S. MACKLIN Gordon S. Macklin | Director | June 14, 2005 |
| /s/ GEORGE M. MILNE, JR., PH.D. George M. Milne, Jr., Ph.D. | Director | June 14, 2005 |
| /s/ ELIZABETH WYATT Elizabeth Wyatt | Director | June 14, 2005 |
| /s/ LOTA S. ZOTH Lota S. Zoth | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | June 14, 2005 |
| /s/ MARK E. SPRING Mark E. Spring | Vice President, Finance and Controller (Principal Accounting Officer) | June 14, 2005 |