SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Addre Flanagan The	ess of Reporting Personomic Personomic Personomic Personomic Personomic Personomic Personomic Personomic Person Personomic Personomic Pe Personomic Personomic P Personomic Personomic Pers	n*	2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) ONE AMGEN			3. Date of Earliest Transaction (Month/Day/Year) 04/28/2009	X	Officer (give title below) Sr VP & C	Other (specify below)		
(Street) THOUSAND OAKS	CA	91320-1799	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person	orting Person		
(City)	(State)	(Zip)			F el soli			

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)	Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)		
Common Stock ⁽¹⁾	04/28/2009		A		5,700	A	\$ <mark>0</mark>	5,700	D			
Common Stock								37 , 993 ⁽²⁾	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. Transa Code (8)		of		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nqso (Right to Buy)	\$50.44	04/28/2009		A		40,000		04/28/2010 ⁽³⁾	04/28/2016	Common Stock	40,000	\$0	40,000	D	

Explanation of Responses:

1. The Restricted Stock Units (RSUs) were granted pursuant to the Company's Amended and Restated 1991 Equity Incentive Plan (the "1991 Plan"). RSUs vest in four equal annual installments of 25% each commence April 28, 2010. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis unless payment is otherwise deferred by the reporting person.

2. These shares include the following RSUs issued under the 1991 Plan: 25,000 RSUs which fully vest on 7/31/2010; and 11,400 RSUs which vest in 4 equal annual installments of 2,850 each commencing 4/29/2009. Vested RSUs issued under the 1991 Plan are paid in shares of the Company's Common Stock on a one-to-one basis, unless deferred by the reporting person.

3. These shares are exercisable in four equal annual installments of 25% each commencing 04/28/2010.

<u>/s/ Thomas J. Flanagan</u>

04/29/2009

Date

** Signature of Reporting Person

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.