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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)  
November 7, 2011**

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**AMGEN INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-12477**  
(Commission File Number)

**95-3540776**  
(IRS Employer  
Identification No.)

**One Amgen Center Drive  
Thousand Oaks, CA**  
(Address of principal executive offices)

**91320-1799**  
(Zip Code)

**Registrant's telephone number, including area code  
805-447-1000**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On November 7, 2011, Amgen Inc. (the "Company") received notice from the trustee of the Amgen Retirement and Savings Plan (the "401(k) Plan") that in connection with the tender offer (the "Offer") in which the Company has offered to purchase up to \$5 billion of shares of the Company's common stock, \$0.0001 par value per share (the "Shares"), 401(k) Plan participants that elect to participate in the Offer will be restricted from selling or transferring Shares held in the Amgen Common Stock Fund within the 401(k) Plan to the extent that such Shares have been tendered in the Offer (the "Participant Restrictions"). Participants in the Retirement and Savings Plan for Amgen Manufacturing, Limited (the "AML Retirement Plan," and together with the 401(k) Plan, the "Plans") may also elect to participate in the Offer, and if they do so elect will also be subject to the Participant Restrictions.

If, as a consequence of the Participant Restriction, 50% or more of the participants in the Plans are restricted in their ability to purchase, sell or otherwise acquire or transfer an interest in Shares for a period of more than three consecutive business days, a blackout period will arise under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. During any blackout period, directors and executive officers of the Company will be prohibited from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with their employment as an officer or services as a director.

It is currently unknown whether a blackout period will arise in connection with the Offer, because we cannot determine at this time whether 50% or more of participants in the Plans will make and not revoke an election to participate in the Offer. If a blackout period does arise because this 50% threshold is met, the blackout period could begin as soon as December 6, 2011, and could extend through December 15, 2011.

On November 9, 2011, in accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR, the Company sent a blackout trading restriction notice to its directors and executive officers informing them that they may be prohibited from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with their employment as an officer or services as a director, but only if a blackout period actually arises pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR.

A copy of the blackout trading restriction notice to directors and executive officers of the Company, which includes the information required by Rule 104(b) of Regulation BTR, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Notice to Directors and Executive Officers of Amgen Inc. regarding the Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock, dated November 9, 2011

**SIGNATURES**

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 hereunto duly authorized.

AMGEN INC.

Date: November 9, 2011

By:  /s/ David J. Scott

Name: David J. Scott

Title: Senior Vice President,  
General Counsel and Secretary

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document Description</u>
99.1	Notice to Directors and Executive Officers of Amgen Inc. regarding the Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock, dated November 9, 2011

**Memorandum**

Date: Ø November 9, 2011  
 To: Ø Amgen Board of Directors and Executive Officers  
 From: Ø David J. Scott  
 Subject: Ø Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock

**Notice of Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock**

As you are aware, Amgen has announced a tender offer (the "Offer") to purchase up to \$5 billion of shares of Amgen common stock, \$0.0001 par value per share (the "Shares"). In my previous memo to you, I explained the various trading restrictions currently applicable to you as a result of the Offer and indicated that certain circumstances could occur that would impose a complete blackout on your trading in Amgen stock. This supplemental memo is required by law and is intended to formally notify you of the possibility of a complete blackout and explain the circumstances under which it could arise.

If 50% or more of the combined participants in the Amgen Retirement and Savings Plan and the Retirement and Savings Plan for Amgen Manufacturing, Limited make an election to participate in the Offer then, at the time that their elections become irrevocable, our executive officers and directors will by law become subject to a complete blackout on transactions in the Company's securities. If this condition occurs, we will promptly notify you. We estimate that the complete blackout could begin as early as December 6, 2011 and could extend through December 15, 2011.

If a complete blackout occurs, during the complete blackout period you will be prohibited by law from directly or indirectly, purchasing, selling or otherwise acquiring or transferring any shares of Amgen common stock acquired in connection with your employment as an officer or service as a director of Amgen. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties. The following are examples of transactions in which you may not engage:

- Exercising stock options granted to you in connection with your service as a director or employment as an officer;
- Selling Shares that you acquired by exercising stock options; and
- Selling Shares that you originally received as a restricted stock unit or restricted stock grant.

There are certain limited transactions which are exempt from these rules, including bona fide gifts and bequests, and transfers pursuant to domestic relations orders.

**In light of the uncertainty of whether a complete blackout will occur and the complexity of these rules and the severity of the penalties and other remedies, you are requested to consult with XXXXX XXXXX of the Law Department, Tel. (XXX) XXX-XXXX, One Amgen Center Drive, Thousand Oaks, CA 91320-1799 before taking any action during the Offer with respect to equity securities, or if you have any other inquiries about the status of a complete blackout.**

Thank you.