

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

July 11, 2005

Date of Report (Date of earliest event reported)

AMGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-12477
(Commission File Number)

95-3540776
(I.R.S. Employer
Identification Number)

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

91320-1799
(Zip Code)

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

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

Check the appropriate box 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))
-

Item 1.01. Entry into a Material Definitive Agreement.

On July 11, 2005, the Compensation and Management Development Committee (the "Committee") of the Board of Directors of Amgen Inc. approved the First Amendment to the Amgen Inc. Amended and Restated Employee Stock Purchase Plan (the "ESPP"). A description of the First Amendment follows below and the full text of the First Amendment to the ESPP is filed with this report as Exhibit 10.1.

First Amendment to the ESPP

The First Amendment to the ESPP, effective July 12, 2005, provides that an offering under the ESPP established by the Committee may provide that as soon as administratively practicable after the exercise date under an offering, the ESPP will distribute to each participant any amount remaining in his or her ESPP account because such amount is less than that required to purchase one whole share of Amgen Inc. common stock (a "Residual"). Prior to this amendment, the ESPP required Residuals to be kept in a participant's account and applied toward an exercise under the next offering unless the participant withdrew from, or was not eligible to participate in, such next offering.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	First Amendment to the Amgen Inc. Amended and Restated Employee Stock Purchase Plan, effective July 12, 2005.

SIGNATURE

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

AMGEN INC.

Date: July 12, 2005

By: /s/ Brian McNamee

Name: Brian McNamee

Title: Senior Vice President, Human Resources

EXHIBIT INDEX

Exhibit Number	Document Description
10.1	First Amendment to the Amgen Inc. Amended and Restated Employee Stock Purchase Plan, effective July 12, 2005.

**FIRST AMENDMENT
TO THE
AMGEN INC.
AMENDED AND RESTATED
EMPLOYEE STOCK PURCHASE PLAN**

Section 8(a) of the Amgen Inc. Amended and Restated Employee Stock Purchase Plan (the "Plan") is hereby amended and restated in its entirety, effective July 12, 2005, by adding the penultimate sentence below (beginning with "Notwithstanding the preceding sentence"):

(a) On each exercise date, as defined in the relevant Offering (an "Exercise Date"), each participant's accumulated payroll deductions and other additional payments specifically provided for in the Offering (without any increase for interest) will be applied to the purchase of whole shares of stock of the Company, up to the maximum number of shares permitted pursuant to the terms of the Plan and the applicable Offering, at the purchase price specified in the Offering. No fractional shares shall be issued upon the exercise of rights granted under the Plan. The amount, if any, of accumulated payroll deductions remaining in each participant's account after the purchase of shares which is less than the amount required to purchase one share of stock on the final Exercise Date of an Offering shall be held in each such participant's account for the purchase of shares under the next Offering under the Plan, unless such participant withdraws from such next Offering, as provided in subparagraph 7(b), or is no longer eligible to be granted rights under the Plan, as provided in paragraph 5, in which case such amount shall be distributed to the participant after said final Exercise Date, without interest. Notwithstanding the preceding sentence, the Committee, in its discretion, may provide under the terms of any Offering that amounts remaining in each participant's account after the purchase of shares which is less than the amount required to purchase one whole share of stock on the final Exercise Date of an Offering shall be distributed to the participant, without interest, as soon as administratively practicable following such Exercise Date. The amount, if any, of accumulated payroll deductions remaining in any participant's account after the purchase of shares which is equal to the amount required to purchase whole shares of stock on the final Exercise Date of an Offering shall be distributed in full to the participant after such Exercise Date, without interest.

To record this First Amendment to the Plan as set forth herein, the Company has caused its authorized officer to execute this document this 12th day of July 2005

AMGEN INC.

By: /s/ Brian NcNamee

Title: Senior Vice President, Human Resources