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 Address of Reporting Person [*] MCNAMEE BRIAN M			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) (First) (Middle) ONE AMGEN CENTER DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2012	х	Officer (give title below) SVP, Human Re	Other (specify below)			
(Street) THOUSAND OAKS	CA	91320-1799	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	orting Person			
(City)	(State)	(Zip)							

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)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	01/27/2012		М		50,000	A	\$58.61	90,855	D		
Common Stock	01/27/2012		М		41,902	A	\$62.55	132,757	D		
Common Stock	01/27/2012		М		20,000	A	\$42.13	152,757	D		
Common Stock	01/27/2012		М		20,000	A	\$50.44	172,757	D		
Common Stock	01/27/2012		S		131,902	D	\$68.6762(1)	40,855	D		
Common Stock	01/27/2012		S		7,000	D	\$68.7933 ⁽²⁾	33,855 ⁽³⁾	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)	\$58.61	01/27/2012		М			50,000	03/15/2006	03/15/2012	Common Stock	50,000	\$0	0	D	
Nqso (Right to Buy)	\$62.55	01/27/2012		М			41,902	04/26/2008	04/26/2014	Common Stock	41,902	\$0	0	D	
Nqso (Right to Buy)	\$42.13	01/27/2012		М			20,000	04/29/2009	04/29/2015	Common Stock	20,000	\$0	10,000	D	
Nqso (Right to Buy)	\$50.44	01/27/2012		М			20,000	04/28/2010	04/28/2016	Common Stock	20,000	\$0	20,000	D	

Explanation of Responses:

1. The price reported is an average price. The prices ranged from \$68.62 to \$68.88 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

2. The price reported is an average price. The prices ranged from \$68.79 to \$68.80 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

3. These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 2,850 RSUs which fully on 4/29/2012; 2,850 RSUs which vest in two equal annual installments of 1,425 each commencing 4/28/2012; 4,350 RSUs which vest in three equal annual installments of 1,450 each commencing 4/26/2012; and 7,500 RSUs which vest in two equal installments of 2,475 each on 4/25/2013 and 4/25/2014 and one installment of 2,550 on 4/25/2015. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

/s/ Brian M. McNamee

** Signature of Reporting Person

01/30/2012

Date

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.