

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

AMGEN INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION OR ORGANIZATION)

95-3540776  
(IRS EMPLOYER  
IDENTIFICATION NUMBER)

1840 DEHAVILLAND DRIVE  
THOUSAND OAKS, CALIFORNIA 91320-1789  
(805) 447-1000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

GEORGE A. VANDEMAN, ESQ.  
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
1840 DEHAVILLAND DRIVE  
THOUSAND OAKS, CALIFORNIA 91320-1789  
(805) 447-1000  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

THE COMMISSION IS REQUESTED TO SEND COPIES OF ALL COMMUNICATIONS TO:

GARY OLSON, ESQ.  
LATHAM & WATKINS  
633 WEST FIFTH STREET, SUITE 4000  
LOS ANGELES, CALIFORNIA 90071  
(213) 485-1234

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION  
STATEMENT.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the  
following box.

If any of the Securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, as amended (the "Securities Act"), other than securities offered only in  
connection with dividend or interest reinvestment plans, check the following  
box.

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, check the following box and  
list the Securities Act registration statement number of the earlier effective  
registration statement from the same offering.  Registration No. 33-44454

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement

from the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. [ ]

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CALCULATION OF REGISTRATION FEE  
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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE
Debt Securities.....	\$13,000,000	100%	\$13,000,000	\$3,940

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(1) Or, if any Debt Securities are issued at original issue discount, such greater amount as shall result in an aggregate offering price of \$13,000,000.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the rules and regulations under the Securities Act.  
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The contents of the Registration Statement on Form S-3 (No. 33-44454), filed by Amgen Inc. pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and declared effective on January 15, 1992 by the Securities and Exchange Commission, are hereby incorporated by reference in this Registration Statement.

SIGNATURES

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-3 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED IN THE CITY OF THOUSAND OAKS, STATE OF CALIFORNIA, ON JANUARY 16, 1997.

Amgen Inc.

By: /s/ Robert S. Attiyeh

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 Robert S. Attiyeh  
 Senior Vice President, Finance and  
 Corporate Development, and Chief  
 Financial Officer

WE, THE UNDERSIGNED OFFICERS AND DIRECTORS OF AMGEN INC. AND EACH OF US, DO HEREBY CONSTITUTE AND APPOINT EACH AND ANY OF ROBERT S. ATTIYEH AND GEORGE A. VANDEMAN, OUR TRUE AND LAWFUL ATTORNEY AND AGENT, WITH FULL POWER OF SUBSTITUTION AND RESUBSTITUTION, TO DO ANY AND ALL ACTS AND THINGS IN OUR NAME AND BEHALF IN ANY AND ALL CAPACITIES AND TO EXECUTE ANY AND ALL INSTRUMENTS FOR US IN OUR NAMES, IN CONNECTION WITH THIS REGISTRATION STATEMENT OR ANY REGISTRATION STATEMENT FOR THE SAME OFFERING THAT IS TO BE EFFECTIVE UPON FILING PURSUANT TO RULE 462(b) UNDER THE SECURITIES ACT, AND TO FILE THE SAME, WITH ALL EXHIBITS THERETO AND OTHER DOCUMENTS IN CONNECTION THEREWITH, WITH THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING SPECIFICALLY, BUT WITHOUT LIMITATION, POWER AND AUTHORITY TO SIGN FOR US OR ANY OF US IN OUR NAMES IN THE CAPACITIES INDICATED BELOW, ANY AND ALL AMENDMENTS (INCLUDING POST-EFFECTIVE AMENDMENTS) HERETO; AND WE HEREBY RATIFY AND CONFIRM ALL THAT SAID ATTORNEY AND AGENT, OR HIS SUBSTITUTE, SHALL DO OR CAUSE TO BE DONE BY VIRTUE THEREOF.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED:

SIGNATURES -----	TITLE -----	DATE ----
/s/ Gordon M. Binder _____ GORDON M. BINDER	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	January 16, 1997
/s/ Kevin W. Sharer _____ KEVIN W. SHARER	President, Chief Operating Officer and Director	January 16, 1997
/s/ Robert S. Attiyeh _____ ROBERT S. ATTIYEH	Senior Vice President, Finance and Corporate Development, and Chief Financial Officer	January 16, 1997
/s/ Larry A. May _____ LARRY A. MAY	Vice President, Corporate Controller and Chief Accounting Officer	January 16, 1997
/s/ Raymond F. Baddour _____ RAYMOND F. BADDOUR	Director	January 16, 1997

SIGNATURES  
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TITLE  
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DATE  
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/s/ William K. Bowes, Jr. ----- WILLIAM K. BOWES, JR.	Director	January 16, 1997
/s/ Franklin P. Johnson, Jr. ----- FRANKLIN P. JOHNSON, JR.	Director	January 16, 1997
/s/ Steven Lazarus ----- STEVEN LAZARUS	Director	January 16, 1997
/s/ Edward J. Ledder ----- EDWARD J. LEDDER	Director	January 16, 1997
/s/ Gilbert S. Omenn ----- GILBERT S. OMENN	Director	January 16, 1997
/s/ Judith C. Pelham ----- JUDITH C. PELHAM	Director	January 16, 1997

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----	SEQUENTIALLY NUMBERED PAGE -----
* 5	Opinion of Latham & Watkins regarding the legality of the Debt securities, including consent.....	
*12	Computation of Ratio of Earnings to Fixed Charges.....	
*23-a	Consent of Ernst & Young LLP.....	
*23-b	Consent of Latham & Watkins (included in opinion filed as Exhibit 5).....	
*24	Power of Attorney (included on signature page to Registration Statement).....	

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\*Filed herewith.

[LETTERHEAD OF LATHAM & WATKINS]

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January 15, 1997

Amgen Inc.  
1840 DeHavilland Drive  
Thousand Oaks, California 91320-1789

Re: \$13,000,000 Aggregate Principal  
Amount of Debt Securities of Amgen Inc.  
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Ladies and Gentlemen:

At your request, we have examined the registration statement on Form S-3 (the "Registration Statement") being filed by you with the Securities and Exchange Commission in connection with the registration, under the Securities Act of 1933, as amended, of up to \$13,000,000 aggregate principal amount of debt securities (the "Debt Securities"), consisting of debentures, notes, and/or other evidences of indebtedness in one or more series. We have also examined the existing indenture (the "Indenture") dated as of January 1, 1992 between Amgen Inc. (the "Company"), and Citibank, N.A., as Trustee (the "Trustee"), which has been filed with the Commission pursuant the Registration Statement on Form S-3 (File No. 33-44454).

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Debt Securities and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed and that the terms of each issuance will otherwise be in compliance with law. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion.

We are opining herein as to the effect on the subject transaction only of the internal laws of the State of New York and the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any other local agencies within the state.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, the Debt Securities have been duly authorized by the Company, and when the Debt Securities have been duly

established pursuant to the Indenture, duly authenticated by the Trustee and duly executed and delivered on behalf of the Company against payment therefor in obligation of the Company, with the terms and provisions of the Indenture and as contemplated by the Registration Statement, the Debt Securities will constitute a valid and binding obligation of the Company, enforceable against the Company in accordance with its terms.

Our opinion is subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, whether enforcement is considered in a proceeding in equity or law, and the discretion of the court before which any proceeding therefor may be brought; (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy; (iv) we express no opinion concerning the enforceability of the waiver of rights or defenses contained in the Indenture; and (v) we express no opinion with respect to whether the manner by which the acceleration of the Debt Securities may affect the collectibility of that portion of the stated principal amount thereof which might be determined to constitute unearned interest thereon.

To the extent that the obligations of the Company under the Indenture may be dependent upon such matters, we assume for purposes of this opinion that the Trustee is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that the Trustee is duly qualified to engage in the activities contemplated by the Indenture; that the Indenture has been duly authorized, executed and delivered by the Trustee and constitutes the legally valid, binding and enforceable obligation of the Trustee enforceable against the Trustee in accordance with its terms; that the Trustee is in compliance, generally with respect to acting as a trustee under the Indenture, with all applicable laws and regulations; and that the Trustee has the requisite organizational and legal power and authority to perform its obligations under the Indenture.

We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus included therein.

Very truly yours,

/s/ LATHAM & WATKINS



## AMGEN INC.

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES  
(DOLLARS IN MILLIONS)

	YEAR ENDED DECEMBER 31,					9 MONTHS ENDED SEPTEMBER 30,
	1991	1992	1993	1994	1995	1996
Computation of Earnings:						
Income before taxes.....	\$158.0	\$563.1	\$592.4	\$588.3	\$794.4	\$715.1
Net interest expense.....	1.3	0.1	6.1	12.0	15.3	11.2
Interest portion of operating lease expense...	2.1	4.1	3.4	3.9	4.8	4.2
Equity in losses (earnings) of and cash distributions from less than 50%-owned companies accounted for under the equity method...	0.3	0.1	13.2	1.3	3.4	(0.3)
Minority interest in losses of majority-owned affiliated companies.....	(9.0)	--	--	--	--	--
Share of pretax income of 50%-owned affiliate net of equity pick-up.....	0.5	6.2	5.4	4.0	5.2	2.6
Earnings.....	\$153.2	\$573.6	\$620.5	\$609.5	\$823.1	\$732.8
Computation of Fixed Charges:						
Net interest expense (1)...	\$ 1.3	\$ 0.1	\$ 6.1	\$ 12.0	\$ 15.3	\$ 11.2
Capitalized Interest.....	2.1	6.1	4.0	3.7	4.7	4.0
Interest portion of operat- ing lease expense.....	2.1	4.1	3.4	3.9	4.8	4.2
Fixed Charges.....	\$ 5.5	\$ 10.3	\$ 13.5	\$ 19.6	\$ 24.8	\$ 19.4
Ratio of Earnings to Fixed Charges.....	27.9	55.7	46.0	31.1	33.2	37.8

(1) Net interest expense for the year ended 12/31/91 includes Amgen's applicable share of interest expense of a 50%-owned company.

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3) and related Prospectus of Amgen Inc. for the registration of \$13,000,000 of debt securities and to the incorporation by reference therein of our report dated January 29, 1996, with respect to the consolidated financial statements of Amgen Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Los Angeles, CA  
January 16, 1997