SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	D
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 OMB APPROVAL
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			01.50		vesiment con	iparty Act of 1040						
1. Name and Address of Reporting Person* SCHAEFFER LEONARD D				er Name and Ticke GEN INC [A1	0,	/mbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SCHAEFFER	<u>K LEONARD L</u>	<u>)</u>	<u></u>	<u>, , , , , , , , , , , , , , , , , , , </u>			X	Director	10% 0	Dwner		
(Last) ONE AMGEN ((First) CENTER DRIVE	(Middle)	3. Date 12/08	e of Earliest Transac /2011	ction (Month/D	ay/Year)		Officer (give title below)	Other below	(specify)		
(Street) THOUSAND OAKS CA 91320-1799				nendment, Date of (Original Filed (Month/Day/Year)	6. Indiv Line) X	,				
(City)	(State)	(Zip)										
	Т	able I - Noi	n-Derivative S	Securities Acq	uired, Disp	oosed of, or Benefic	cially C	Dwned				
1. Title of Security	(Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature of		

1. Title of Security (Instr. 3)	Date	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities A Disposed Of (I			Securities Beneficially	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	

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)		Derivative		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	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		Transaction(s) (Instr. 4)		
Dividend Equivalent	(1)	12/08/2011		A		14.3491		(1)	(1)	Common Stock	14.3491	\$ <mark>0</mark>	29.4249	D	

Explanation of Responses:

1. The Dividend Equivalents were granted pursuant to the Amgen Inc. 2009 Director Equity Incentive Program under the Amgen Inc. 2009 Equity Incentive Plan. The Dividend Equivalents are credited and deemed reinvested in the director's account in lieu of a cash dividend payment on the director's vested but deferred Restricted Stock Units. Dividend Equivalents will be paid in whole shares of the Company's common stock on a one-to-one basis on the director's elected deferral date, along with a cash payment for any remaining fractional share amount.

/s/ Leonard D. Schaeffer

12/08/2011

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.