SEC Form 4

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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Addre	ess of Reporting Person	n*	2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]		tionship of Reporting Pers all applicable) Director	10% Owner	
(Last) (First) (Middle ONE AMGEN CENTER DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2017	X	Officer (give title below) EVP, Global Comm	Other (specify below) ercial Ops.	
(Street) THOUSAND OAKS	СА	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 thar Person	orting Person	
(City)	(State)	(Zip)			r eison		

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(iiistii 4)
Common Stock	05/01/2017		Α		4,920 ⁽¹⁾	A	\$ <mark>0</mark>	203,402 ⁽²⁾⁽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 Exercis Expiration Dat (Month/Day/Ye	e	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)	\$162.6	05/01/2017		A		43,572		05/01/2019 ⁽⁴⁾	05/01/2027	Common Stock	43,572	\$0	43,572	D	

Explanation of Responses:

1. The Restricted Stock Units (RSUs) were granted pursuant to the Amgen Inc. 2009 Amended and Restated Equity Incentive Plan and vest in three annual installments of 33%, 33% and 34% on 5/1/2019, 5/1/2020 and 5/1/2021, respectively.

2. These shares include the following RSUs granted under the Company's equity plans: 1,715 RSUs which vest on 1/31/2018; 3,080 RSUs which vest in two installments of 1,517 and 1,563 on 1/30/2018 and 1/30/2019, respectively; 5,116 RSUs which vest in two equal installments of 1,688 on 5/3/2018 and 5/3/2019 and one installment of 1,740 on 5/3/2020; and 4,920 RSUs which vest in installments of 1,623 on 5/1/2019, 1,624 on 5/1/2020 and 1,673 on 5/1/2021. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

3. These shares include 426 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 2009 Amended and Restated Equity Incentive Plan and subject to a qualifying dividend reinvestment plan. DEs are credited on the reporting person's unvested RSUs and are paid out in shares of the Company's common stock on a one-to-one basis according to the vesting schedule, along with a cash payment for any remaining fractional share amount.

4. These non-qualified stock options are exercisable in three installments of 33%, 33% and 34% on 5/1/2019, 5/1/2020 and 5/1/2021, respectively.

/s/ Anthony C. Hooper

** Signature of Reporting Person

<u>05/03/2017</u> 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.