

**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, 2006**

Date of Report (Date of earliest event reported)

**AMGEN INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
incorporation or organization)

**000-12477**  
(Commission  
File Number)

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

**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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On July 11, 2006, the Compensation and Management Development Committee (the "Compensation Committee") of the Board of Directors (the "Board") of Amgen Inc. (the "Company") approved the Second Amendment to the Amgen Retirement and Savings Plan (As Amended and Restated Effective as of January 1, 2006) (the "Plan"). A description of the amendment follows below. The description of the amendment in this report is a summary of the amendment and is qualified in its entirety by the full text of the amendment, which is set forth in Exhibit 10.1 to this report.

**Second Amendment to the Retirement and Savings Plan**

The Second Amendment to the Retirement and Savings Plan, effective as of January 1, 2006, makes participants' "catch-up contributions" (special contributions by participants age 50 or older) eligible for the Plan's Company match, up to the Plan's 5% matching limit. The Internal Revenue Code (the "Code") requires a year-end reconciliation process to ensure that a participant reaches the maximum regular contribution limit (i.e., the Code's 402(g) limit, which is \$15,000 for 2006) before any contributions are characterized as catch-up contributions. Prior to the amendment, any catch-up contributions recharacterized as regular contributions as a result of the year-end reconciliation process were eligible for the Company match and had to be processed and matched in a short amount of time. This amendment which permits matching of designated catch-up contributions made throughout the year, up to the Plan's 5% limit, will simplify the Plan's year-end process of recharacterizing catch-up contributions as regular participant elected contributions. The amendment is not intended to increase participants' matching contributions or to increase the cost of the Plan to the Company.

The information set forth under "Item 3.03 Material Modification to Rights of Security Holders" is incorporated under this Item 1.01 by reference.

**Item 3.03 Material Modification to Rights of Security Holders.**

Also on July 11, 2006, the Board approved an amendment (the "Amendment") to the Amended and Restated Rights Agreement (the "Rights Agreement"), dated as of December 12, 2000, between the Company and American Stock Transfer & Trust Company, as Rights Agent, to accelerate the final expiration date of the rights issued thereunder (the "Rights") to the close of business on July 31, 2006. Pursuant to the Rights Agreement, each share of Company common stock, \$0.0001 par value, outstanding and subsequently issued has attached to it one Right representing the right to purchase one four-thousandth (1/4000) of a share of Series A Junior Participating Preferred Stock of the Company under certain circumstances specified in the Rights Agreement. As a result of the Amendment, the Rights shall no longer be outstanding, and are not exercisable, after July 31, 2006, unless earlier exercised, redeemed or exchanged in accordance with the Rights Agreement.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is set forth as Exhibit 4.1 to this report and is incorporated herein by reference.

**Item 8.01 Other Events.**

On July 11, 2006, the Board of Directors of the Company also approved and adopted the following policy statement regarding stockholder rights plans:

“The Board shall seek and obtain stockholder approval before adopting a stockholder rights plan; provided, however, that the Board may determine to act on its own to adopt a stockholder rights plan without prior stockholder approval, if, under the circumstances, a majority of the independent directors, in the exercise of their fiduciary responsibilities, deem it to be in the best interests of Amgen’s stockholders to adopt a stockholder rights plan without the delay in adoption that would come from the time reasonably anticipated to seek stockholder approval. If the Board adopts a stockholder rights plan without prior stockholder approval, the Board will submit the stockholder rights plan to the stockholders for ratification, or the stockholder rights plan must expire, without being renewed or replaced, within one year. If submitted by the Board for stockholder approval, the plan will immediately terminate if not approved by a majority of the votes cast.

The Governance and Nominating Committee will review this policy statement on an annual basis, and report to the Board any recommendations it may have concerning the policy.”

**Item 9.01. Financial Statements and Exhibits.**

- 4.1 Amendment, dated as of July 11, 2006, to the Amended and Restated Rights Agreement, dated as of December 12, 2000, between the Company and American Stock Transfer & Trust Company, as Rights Agent
- 10.1 Second Amendment to the Amgen Retirement and Savings Plan (As Amended and Restated Effective January 1, 2006)
- 99.1 Press Release dated July 11, 2006

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 14, 2006

By: /s/ David J. Scott

Name: David J. Scott

Title: Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Document Description</u>
4.1	Amendment, dated as of July 11, 2006, to the Amended and Restated Rights Agreement, dated as of December 12, 2000, between the Company and American Stock Transfer & Trust Company, as Rights Agent
10.1	Second Amendment to the Amgen Retirement and Savings Plan (As Amended and Restated Effective January 1, 2006)
99.1	Press Release dated July 11, 2006

**AMENDMENT TO THE  
AMENDED AND RESTATED RIGHTS AGREEMENT**

This Amendment (the "Amendment"), dated as of July 11, 2006, to the Amended and Restated Rights Agreement (the "Rights Agreement"), dated as of December 12, 2000, is between Amgen Inc. (the "Company") and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent").

The Company and the Rights Agent have heretofore executed and entered into the Rights Agreement. Pursuant to Section 26 of the Rights Agreement, the Company, for so long as the Rights are redeemable, may from time to time supplement or amend the Rights Agreement in accordance with the provisions of Section 26 thereof and the Company desires and directs the Rights Agent to so amend the Rights Agreement. All acts and things necessary to make this Amendment a valid agreement according to its terms have been done and performed, and the execution and delivery of this Amendment by the Company and the Rights Agent have been in all respects authorized by the Company and the Rights Agent.

In consideration of the foregoing promises and mutual agreements set forth in the Rights Agreement and this Amendment, the parties hereto agree as follows:

1. Section 7.1 of the Rights Agreement is hereby modified and amended to read in its entirety as follows:

"7.1 Exercise of Rights. Subject to Section 11.1.3 and except as otherwise provided herein, the registered holder of any Right Certificate may exercise the Rights evidenced thereby in whole or in part at any time after the Distribution Date upon surrender of the Right Certificate, with the form of election to purchase and certification on the reverse side thereof duly executed, to the Rights Agent at the office of the Rights Agent designated for such purpose, together with payment of the Purchase Price for each one four-thousandth of a Preferred Share as to which the Rights are exercised, at or prior to the earliest of (i) the close of business on July 31, 2006 (the "Final Expiration Date"), (ii) the time at which the Rights are redeemed as provided in Section 23 (the "Redemption Date"), (iii) the closing of any merger or other acquisition transaction involving the Company pursuant to an agreement of the type described in Sections 1.4(ii)(A)(2) and 13.2, at which time the Rights are deemed terminated, or (iv) the time at which the Rights are exchanged as provided in Section 27."

2. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

3. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed an original, and all such counterparts shall together constitute but one and the same instrument.

4. Except as expressly set forth herein, this Amendment shall not by implication or otherwise alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Rights Agreement, all of which are ratified and affirmed in all respects and shall continue in full force and effect.

5. Capitalized terms used herein but not defined shall have the meanings given to them in the Rights Agreement.

6. The undersigned officer of the Company does hereby certify to the Rights Agent that this Amendment complies with the terms of Section 26(a) of the Rights Agreement.

*[Remainder of page intentionally left blank; signature page follows.]*

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

AMGEN INC.

By: /s/ David J. Scott

Name: David J. Scott

Title: Senior Vice President, General Counsel and  
Secretary

AMERICAN STOCK TRANSFER & TRUST COMPANY, as  
Rights Agent

By: /s/ Herb J. Lemmer

Name: Herb J. Lemmer

Title: General Counsel



**SECOND AMENDMENT TO THE  
AMGEN RETIREMENT AND SAVINGS PLAN  
(AS AMENDED AND RESTATED EFFECTIVE AS OF JANUARY 1, 2006)**

The following sections of the Amgen Retirement and Savings Plan are hereby amended effective as of January 1, 2006, as follows:

1. Section 4.6 of the Plan shall be amended in its entirety to read as follows:
  - 4.6 Catch-up Contributions. All Participants who are eligible to make Participant Elected Contributions under this Plan and who have attained age 50 before the close of the Plan Year shall be eligible to make Catch-up Contributions in accordance with, and subject to the limitations of, Section 414(v) of the Code. Catch-up Contributions shall be equal to any whole percentage of the Participant's Compensation, except that this whole percentage shall not exceed 50% of his or her Compensation. Such Catch-up Contributions shall not be taken into account for purposes of the provisions of the Plan implementing the required limitations of Sections 402(g) and 415 of the Code. The Plan shall not be treated as failing to satisfy the provisions of the Plan implementing the requirements of Section 401(k)(3), 401(k)(11), 401(k)(12), 410(b), or 416 of the Code, as applicable, by reason of the making of such Catch-up Contributions.
2. Section 5.1(a) of the Plan shall be amended in its entirety to read as follows:
  - (a) Subject to the limitations of Section 4.4, Section 5.4 and Article 13, a Participating Company shall make Matching Contributions on behalf of each Participant who satisfies the eligibility requirements of Article 3. Matching Contributions shall be made on Participant Elected Contributions and if applicable, Catch-Up Contributions. The Matching Contribution shall be an amount equal to 100% of the first 5% of Compensation that a Participant elects to contribute to the Plan as a Participant Elected Contribution or a Catch-Up Contribution, shall be allocated as of each pay period and shall not in the aggregate exceed 5% of Compensation. A Matching Contribution shall be paid to the Trustee as soon as reasonably practicable after the pay period to which it relates and shall be allocated to the Accounts of Participants as provided in Section 6.6.

3. In all respects not amended, the Plan is hereby ratified and confirmed.

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To record this Second Amendment to the Plan as set forth herein, Amgen Inc. has caused its authorized officer to execute this document this 13th day of July, 2006.

AMGEN INC.

By: /s/ Brian McNamee

Title: Senior Vice President, Human Resources



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*News Release*

**AMGEN ANNOUNCES TERMINATION OF POISON PILL  
EFFECTIVE JULY 31, 2006**

**THOUSAND OAKS, Calif., — July 11, 2006** – Amgen (**NASDAQ:AMGN**) announced today that the company’s board of directors has voted unanimously to terminate the company’s stockholder rights plan, commonly referred to as a “poison pill.” Originally scheduled to expire on December 12, 2010, the plan has been amended to accelerate the expiration date to July 31, 2006, effectively terminating the plan as of that date.

Amgen’s board has also established a policy providing for stockholder approval for any future stockholder rights plan, either prior to or within twelve months after adoption. The full text of the policy will be available on the Corporate Governance page under the “Investors” tab on Amgen’s website at [www.amgen.com](http://www.amgen.com).

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About Amgen

Amgen discovers, develops and delivers innovative human therapeutics. A biotechnology pioneer since 1980, Amgen was one of the first companies to realize the new science’s promise by bringing safe and effective medicines from lab, to manufacturing plant, to patient. Amgen therapeutics have changed the practice of medicine, helping millions of people around the world in the fight against cancer, kidney disease, rheumatoid arthritis, and other serious illnesses. With a broad and deep pipeline of potential new medicines, Amgen remains committed to advancing science to dramatically improve people’s lives. To learn more about our pioneering science and our vital medicines, visit [www.amgen.com](http://www.amgen.com).

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