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

OMB APPROVAL

OMB Number:	3235-0287
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	OMB Number: Estimated average burd hours per response:

1. Name and Addre	ss of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]		tionship of Reporting Pers all applicable) Director	son(s) to Issuer 10% Owner				
(Last) ONE AMGEN ((First) CENTER DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/25/2011	- X	Officer (give title below) EVP, Operat	Other (specify below) tions				
(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 Rep Form filed by More that 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)			4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	04/25/2011		A		15,800 ⁽¹⁾	A	\$0	82,800	D	
Common Stock	04/26/2011		F		1,357	D	\$54.69	81,443	D	
Common Stock	04/26/2011		G	v	1,643(2)	D	\$0	79,800 ⁽³⁾	D	
Common Stock	04/26/2011		G	v	1,643 ⁽²⁾	A	\$0	70,908	I	By Family Trust

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)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	r.		Expiration Date (Month/Day/Year)		d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		s Derivative Security ecurity (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)	\$54.69	04/25/2011		A		55,125		04/25/2013 ⁽⁴⁾	04/25/2021	Common Stock	55,125	\$54.69	55,125	D				

Explanation of Responses:

1. The Restricted Stock Units (RSUs) were granted pursuant to the Amgen Inc. 2009 Equity Incentive Plan and vest in three annual installments of 33%, 33% and 34% on 4/25/2013, 4/25/2014 and 4/25/2015, respectively. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

2. These shares are being transferred to the reporting person's Family Trust.

3. These shares include the following RSUs granted under the Company's equity plans: 6,000 RSUs which vest in two equal annual installments of 3,000 each commencing 4/29/2011; 9,000 RSUs which vest in three equal annual installments of 3,000 each commencing 4/26/2012; 40,000 RSUs which vest in three equal annual installments of 3,000 each commencing 4/26/2012; 40,000 RSUs which vest fully on 12/31/2013; and 15,800 RSUs which vest in two equal installments of 5,214 each on 4/25/2013 and 4/25/2014 and one installment of 5,372 on 4/25/2015. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

4. These non-qualified stock options are exercisable in three annual installments of 33%, 33% and 34% on 4/25/2013, 4/25/2014 and 4/25/2015, respectively.

/s/ Fabrizio Bonanni

** Signature of Reporting Person

04/27/2011

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.