SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person*

 Dittrich Thomas J.W.

 (Last) (First) (Middle)
 ONE AMGEN CENTER DRIVE
 (Street)
 THOUSAND OAKS   CA   91320
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 AMGEN INC [AMGN]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2014

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

   Director   10% Owner
 X   Officer (give title below)   Other (specify below)

 VP, Finance & CAO

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X   Form filed by One Reporting Person

   Form filed by More than One Reporting Person |

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/05/2014		A		4,207	A	$0	20,971[(1)(2)]	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 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				

Explanation of Responses:

1. The shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 308 RSUs which fully vest on 4/26/2014; 1,149 RSUs which vest in annual installments of 566 and 583 on 4/25/2014 and 4/25/2015, respectively; 1,400 RSUs which vest in two equal installments of 462 each on 4/27/2014 and 4/27/2015 and one installment of 476 on 4/27/2016; and 942 RSUs which vest in annual installments of 310, 311 and 321 on 4/26/2015, 4/26/2016 and 4/26/2017, respectively. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

2. These shares include 26 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 2009 Equity Incentive Plan, as amended and restated, 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.

/s/ Thomas J.W. Dittrich   03/06/2014

** Signature of Reporting Person   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.