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 3235-0287 OMB Number:

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1. Name and Addre	ss of Reporting Perso I <mark>than P</mark>	n*	2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Own				
(Last) ONE AMGEN	(First) CENTER DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2017	- X	Officer (give title below) SVP, Gen. Couns	Other (specify below) el & Secy.			
(Street) THOUSAND OAKS	СА	91320-1799	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	dual or Joint/Group Filing Form filed by One Rep Form filed by More tha 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)	Transaction Code (Instr.		4. Securities A Disposed Of (5)		3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(iiisti: 4)
Common Stock	05/01/2017		Α		3,075 ⁽¹⁾	Α	\$ <mark>0</mark>	50,619 ⁽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		27,233		05/01/2019 ⁽⁴⁾	05/01/2027	Common Stock	27,233	\$0	27,233	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 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: 36,900 RSUs which vest in three equal installments of 12,300 on 8/4/2017, 8/4/2018 and 8/4/2019; 2,942 RSUs which vest in three installments of 970 on 5/3/2018, 971 on 5/3/2019 and 1,001 on 5/3/2020; and 3,075 RSUs which vest in installments of 1,014 on 5/1/2019, 1,015 on 5/1/2020 and 1,046 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 1,684 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 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, 5/13/2020 and 5/1/2021, respectively.

/s/ Jonathan P. Graham

** Signature of Reporting Person

05/03/2017 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.

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