

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* |  |  | 2. Issuer Name and Ticker or Trading Symbol              |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)              |  |
| <u>Graham Jonathan P</u>                 |  |  | <u>AMGEN INC</u> [ <u>AMGN</u> ]                         |  | <input checked="" type="checkbox"/> Director 10% Owner                               |  |
| (Last) (First) (Middle)                  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)         |  | <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) |  |
| <u>ONE AMGEN CENTER DRIVE</u>            |  |  | <u>03/06/2019</u>  |  | <u>SVP, Gen. Counsel &amp; Secy.</u>   |  |
| (Street)                                 |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                          |  |
| <u>THOUSAND CA 91320-1799</u>            |  |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person               |  |
| (City) (State) (Zip)                     |  |  |  |  | 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   | 03/06/2019                           |  | A                              |   | 10,570  | A          | \$0   | 52,123 <sup>(1)(2)</sup>  | D  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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 |  |  |   |  |

Explanation of Responses:

1. These shares include the following Restricted Stock Unites (RSUs) granted under the Company's equity plans: 12,300 RSUs which vest in one equal installment of 12,300 on 8/4/2019; 1,972 RSUs which vest in two installments of 971 on 5/3/2019 and 1,001 on 5/3/2020; 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; and 3,155 RSUs which vest in installments of 1,041 on 4/27/2020, 1,041 on 4/27/2021 and 1,073 on 4/27/2022. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

2. These shares include 1,528 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.

/s/ Jonathan P. Graham 03/08/2019  
\*\* 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.