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

Date of Report (Date of earliest event reported): MARCH 14, 1997

AMGEN INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	0-12477	95-3540776
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1840 DeHavilland Drive Thousand Oaks, California	91320-1789
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (805) 447-1000

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

In a press release dated March 4, 1997, Amgen Inc. (the "Company" or "Amgen") reported on its clinical progress and new research programs. A copy of the press release is included as Exhibit 99.1 hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

The exhibits listed below are filed as a part of this report:

4.1 First Supplemental Indenture, dated as of February 26, 1997, by and between Amgen Inc. and Citibank, N.A., as trustee.

99.1 Press Release of the Registrant dated March 4, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

Amgen Inc.

Dated: March 14, 1997

By /s/ Gordon M. Binder

Gordon M. Binder
Chairman of the Board and
Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
4.1	First Supplemental Indenture, dated as of February 26, 1997, by and between Amgen Inc. and Citibank, N.A., as trustee.
99.1	Press Release of the Registrant dated March 4, 1997.

EXHIBIT 4.1

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AMGEN INC.

AND

CITIBANK, N.A., Trustee

First Supplemental Indenture

Dated as of February 26, 1997

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THIS FIRST SUPPLEMENTAL INDENTURE to the Indenture (as defined below), dated as of February 26, 1997 (this "First Supplemental Indenture"), is between AMGEN INC., a Delaware corporation (the "Company"), and Citibank, N.A., duly incorporated and existing as a national banking association under the laws of the United States, as trustee (the "Trustee").

RECITALS

WHEREAS, the Company and the Trustee have entered into an Indenture, dated as of January 1, 1992 (the "Indenture"), providing for the issuance of Securities up to such principal amount or amounts as may from time to time be authorized in accordance with the terms of the Indenture;

WHEREAS, capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture;

WHEREAS, Section 8.1 of the Indenture provides that the Company, when authorized by a Board Resolution, and the Trustee, together, without notice to or consent of any Holder may amend or supplement the Securities, as set forth below;

WHEREAS, the Company, being duly authorized by a Board Resolution, and the Trustee, having received an Opinion of Counsel pursuant to Section 8.4 of the Indenture stating that the execution of this First Supplemental Indenture is authorized and permitted by the Indenture, are authorized to execute and deliver this First Supplemental Indenture; and

WHEREAS, all other conditions precedent and requirements necessary to make this First Supplemental Indenture, when duly executed and delivered, a valid and binding agreement of the Company and the Trustee, enforceable in accordance with its terms, have been performed and fulfilled.

NOW, THEREFORE, in consideration of the respective covenants and promises contained herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged it is agreed as follows:

ARTICLE ONE

COVENANTS

SECTION 1.1 Limitation on Indebtedness of Subsidiaries. Section 3.8 of the Indenture is hereby amended to include the following language after the first sentence:

"The following provisions shall apply to the Securities of each series unless specifically otherwise provided in a Board

Resolution, Officers' Certificate or indenture supplemental hereto provided pursuant to Section 2.3."

SECTION 1.2 Supplemental Indentures with Consent of Securityholders. At such time as the Securities issued after the date of this First Supplemental Indenture are the only Securities then outstanding under the Indenture, then, without any further action on the part of the Company or the Trustee, Section 8.2 of the Indenture shall be automatically amended to delete "66-2/3%" appearing in the first sentence thereof and to substitute in its place "majority."

ARTICLE TWO

MISCELLANEOUS

SECTION 2.1 Effective Time of First Supplemental Indenture. This First Supplemental Indenture shall take effect and become operative as of the date hereof.

SECTION 2.2 Incorporation of Indenture. All the provisions of this First Supplemental Indenture shall be deemed to be incorporated in, and made a part of, the Indenture, and the Indenture, as supplemented and amended by this First Supplemental Indenture, shall be read, taken and construed as one and the same instrument.

SECTION 2.3 New York Law to Govern; Submission to Jurisdiction. (a) This First Supplemental Indenture shall be deemed to be a contract under the laws of the State of New York, and for all purposes shall be construed in accordance with the laws of such State, except as may otherwise be required by mandatory provisions of law; provided, however, the rights and duties of the Trustee shall be governed by the law of New York.

(b) The Company hereby submits to the nonexclusive jurisdiction of the United States District Court for the Southern District of New York and of any New York State court sitting in New York City for purposes of all legal proceedings arising out of or relating to this First Supplemental Indenture. The Company irrevocably waives, to the fullest extent permitted by law, any objection which it may now or hereafter have to the laying of the venue of any such proceeding brought in such a court and any claim that any such proceeding brought in such a court has been brought in any inconvenient forum.

SECTION 2.4 Headings. The headings of the Articles and Sections of this First Supplemental Indenture are inserted for convenience of reference and shall not be deemed to be a part thereof.

SECTION 2.5 Counterparts. This First Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all counterparts shall together constitute but one and the same instrument.

SECTION 2.6 Successors and Assigns. All covenants and agreements in this First Supplemental Indenture by the Company shall bind its successors and assigns, whether so expressed or not.

SECTION 2.7 Severability Clause. In case any provision in this First Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not be in any way affected or impaired thereby.

SECTION 2.8 Benefits of First Supplemental Indenture. Nothing in this First Supplemental Indenture, express or implied, shall give any person, other than the parties hereto and their successors hereunder and the Holders, any benefit or any legal or equitable right, remedy or claim under this First Supplemental Indenture.

IN WITNESS WHEREOF, the parties hereto have caused this First Supplemental Indenture to be duly executed, and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

AMGEN INC.

Attest:

By: /s/ George A. Vandeman

Name: George A. Vandeman
Title: Senior Vice President, General Counsel and Secretary

/s/ Ellen E. Lange

Name: Ellen E. Lange
Title: Corporate Counsel

CITIBANK, N.A., as Trustee

Attest:

By: /s/ Robert T. Kirchner

Name: Robert T. Kirchner
Title: Vice President

/s/ Reynaldo L. Duma

Name: Reynaldo L. Duma
Title: Trust Officer

EXHIBIT 99.1

News Release

AMGEN UPDATES FINANCIAL COMMUNITY ON CLINICAL PROGRESS AND NEW RESEARCH PROGRAMS

FOR IMMEDIATE RELEASE

NEW YORK, March 4, 1997 -- At its annual business review meeting, Amgen (NASDAQ:AMGN) today told the financial community that NEUPOGEN(R) (Filgrastim) and EPOGEN(R) (Epoetin alfa) are delivering solid sales growth that will continue to enhance shareholder value and feed a growing research and development program. The company for the first time revealed new neuroscience initiatives and announced a number of developments in its genomics program.

"The strong performance of our two products is enabling Amgen to pursue a number of exciting programs. We have numerous promising product candidates in clinical trials and anticipate that our genomics program and other research initiatives will provide a number of new products for clinical trials in the next several years," said Gordon Binder, chairman and chief executive officer.

Progress and New Targets in Neuroscience Program

Amgen said that ongoing preclinical studies with glial derived neurotrophic factor (GDNF) in Parkinson's disease are continuing to yield encouraging results that support the rationale for ongoing clinical development of the drug in this disease and Phase 1 safety data is expected by year end. Amgen previewed early preclinical research in protection against hearing loss, a significant disability for 25 million people in the United States.

The company has initiated preclinical research to evaluate several agents which may hold potential for photoreceptor degeneration, the leading cause of blindness for several million older Americans.

Amgen also announced that it plans to begin clinical trials to study leptin in non-insulin dependent type II diabetes within the next 12 months. A Phase 1 safety trial looking at leptin in obesity is moving forward and data will be available by the end of the second quarter of 1997.

Genomics Program Reviewed

Amgen reviewed several potential targets emerging from its genomics program. The first published discovery from the program was described in a peer-reviewed paper last month in Science and revealed that scientists in the company's genome research group have cloned for the first time the gene encoding one component of the human telomerase enzyme. The enzyme appears to be essential to the growth and proliferation of most cancer cells and may provide a "universal target" for cancer drug development.

"Amgen has a significant genomics program that has been established over the last five years and there is evidence of several early successes. We look forward to sharing more developments in the next few years and expect the program to add to our very active clinical pipeline," Mr. Binder said.

Strengthened Inflammation Program

Amgen shared its strategy for advancing the company's inflammation projects which confirmed a strengthened approach to inflammatory disease. While both IL-1ra and TNFbp, which were acquired in the Synergen acquisition, have been in Phase 1/2 clinical trials, Amgen has simultaneously developed second-generation molecules as replacements for TNFbp and a sustained delivery formulation for IL-1ra which have demonstrated greater promise than the original product candidates. The company said it will not pursue further clinical development of the first generation TNFbp but will continue clinical development of first generation IL-1ra.

Clinical Development Continues to Show Progress

An update on other product candidates progressing through clinical trials was also provided. In the oncology arena, Amgen plans to file a Biological License Application (BLA) with the U.S. Food and Drug Administration for its stem cell factor, STEMGEN/tm/, during the second quarter. Clinical programs with Amgen's novel platelet factor, megakaryocyte growth and development factor (MGDF), and keratinocyte growth factor (KGF) for cancer patients are also proceeding on track. In 1997, the company hopes to gain new indications for NEUPOGEN in AIDS and acute myelogenous leukemia (AML).

In addition, for the first time recently available INFERGEN(R) (Interferon alfacon-1) data about the benefits of retreatment of Hepatitis C patients who have failed current therapy will be presented at a NIH Consensus Conference later this month. A Biological License Application (BLA) for INFERGEN was filed last year.

Amgen is a global biotechnology company that discovers, develops, manufactures and markets human therapeutics based on advances in cellular and molecular biology.

NOTE: This news release contains forward looking statements that involve risks and uncertainties, including risks associated with clinical development, regulatory approvals, product commercialization and other risks described from time to time in the SEC reports filed by Amgen, including the most recently filed Form 10-Q.

An electronic version of this news release may be accessed via our web site at www.Amgen.com. Visit the Corporate Center and click on Amgen News. Journalists and media representatives may sign up to receive all news releases electronically at time of announcement by filling out a short form in the Amgen News section of the web site.