## FORM 4

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

## 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . 0.5

The state of the s				
1. Name and Address of Reporting Per FENTON, DENNIS M	son*	Issuer Name and Ticker or Trading Symbol	Statement for Month/Day/Year	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) ONE AMGEN CENTER DRIVE			12/10/2002	_ Director _ 10% Owner X Officer (give title below) _ Other (specify below)
(Street) THOUSAND OAKS, CA 91320-179	9	I.R.S. Identification     Number of Reporting     Person, if an entity	5. If Amendment, Date of Original	Description <u>Executive Vice President</u>
(City) (State)	(Zip)	(voluntary)	(Month/Day/Year)	7. 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. Trans Code (Instr.		4. Securities Acquired (Instr. 3, 4, and 5)	I (A) or Disposed Of (I	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	٧	Amount	A/D	Price	(Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock								7,573	D			
Common Stock	12/10/2002		G	v	1,000	D	\$0	163,380	ı	By Family Trust		
Common Stock	12/10/2002		G	v	1,000 /1/	А	\$0	1,000 /1/	ı	By Irrevocable 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. Transact Code (Instr.8		5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (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. Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
				Code	V	А	D	DE	ED	Title	Amount or Number of Shares			(Instr.4)	

**Explanation of Responses:** 

Name: Fenton, Dennis M One Amgen Center Drive Thousand Oaks CA 91320-1799 Statement for Month/Day/Year: 12/10/2002 Issuer Name: Amgen Inc.(AMGN)

Note: 1 These shares are being gifted to the Dennis M. Fenton and Linda M. Fenton 2002 Irrevocable Trust dated November 6, 2002 (the "Irrevocable Trust") for the benefit of the reporting person's adult son. The reporting person is a trustee of the Irrevocable Trust.

/s/ Dennis M. Fenton

\*\* Signature of Reporting Person

12/12/2002

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

SEC 1474 (9-02)