SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

С	heck this box if no longer subject to
S	ection 16. Form 4 or Form 5
ob	oligations may continue. See
In	struction 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

			., .,				
1. Name and Address of Reporting Person [*] JOHNSON FRANKLIN P JR			2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]		ationship of Reporting Pe < all applicable) Director	erson(s) to Issuer 10% Owner	
(Last) ONE AMGEN	(First) CENTER DRI	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/20/2004		Officer (give title below)	Other (specify below)	
(Street) THOUSAND OAKS CA 913		91320-1799	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	Form filed by One Departing Decar		
(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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	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)		(1130. 4)
Common Stock	01/20/2004		М		22,400	Α	\$6.1875	1,048,029(1)	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 Expirati		Expiration Da	Expiration Date Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	\$ 6.1875	01/20/2004		М			22,400	01/27/1994	01/27/2004	Common Stock	22,400	\$6.1875	0	D	

Explanation of Responses:

1. (FPJ 01.20.04) Does not include (i) 720,800 shares held as indirect ownership by Asset Management Partners (the "Partnership") for which the reporting person is a general partner, (ii) 4 units contractual contingent payment rights held as indirect ownership by the Partnership arising from the purchase by Amgen Inc. of two Class A interests of Amgen Clinical Partners, L.P., and (iii) 872,416 shares held as indirect ownership by the spouse of the reporting person. The reporting person disclaims beneficial ownership of the securities held by the Partnership and the securities held by the reporting person's spouse and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 of the Securities Exchange Act of 1934.



** 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.

OMB APPROVAL

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