

Prospectus Supplement No. 1 dated June 6, 2002  
 (To Prospectus dated May 31, 2002)

\$3,950,000,000  
 AMGEN INC.  
 Liquid Yield Option(TM) Notes due 2032  
 (Zero Coupon--Senior)  
 and Shares of Common Stock Issuable Upon Conversion  
 of the Liquid Yield Option(TM) Notes

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 This document supplements the prospectus dated May 31, 2002, as amended and supplemented through the date hereof, relating to the resale by the holders of Liquid Yield Option(TM) Notes (Zero Coupon--Senior) (the "LYONs") due March 1, 2032 and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 31, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The table presented below sets forth information as of the date of this prospectus supplement about the principal amount at maturity of the LYONs and the underlying common stock beneficially owned by each selling security holder that may be offered using the prospectus. All of the information set forth in the table has been provided by the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. However, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their LYONs since the date on which they provided the information regarding their LYONs.

The table of selling security holders contained on pages 42-45 of the prospectus dated May 31, 2002 is hereby amended and replaced by the table set forth below.

NAME	PRINCIPAL AMOUNT OF LYONS BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	COMMON STOCK OFFERED(1)	LYONS OWNED AFTER COMPLETION OF OFFERING(2)	COMMON STOCK OWNED AFTER COMPLETION OF OFFERING(2)	MATERIAL RELATIONSHIP(3)
Aid Association for Lutherans, as successor to Lutheran Brotherhood.....	11,000,000	97,461.1	97,461.1	-0-	--	None
Akela Capital Master Fund, LLC.....	2,000,000	17,720.2	17,720.2	-0-	--	None
Allstate Insurance Company.....	21,900,000(4)	478,336.2(4)	194,036.2(4)	-0-(4)	284,300(4)	None
Allstate Life Insurance Company.....	21,900,000(4)	478,336.2(4)	194,036.2(4)	-0-(4)	284,300(4)	None
Alpha U.S. Sub Fund VIII, LLC.....	2,300,000	20,378.2	20,378.2	-0-	--	None
Amerisure Mutual Insurance Company.....	975,000	8,638.6	8,638.6	-0-	--	None
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.....	6,000,000	53,160.6	53,160.6	-0-	--	None
Argent Classic Convertible Arbitrage Fund L.P.....	4,500,000	39,870.5	39,870.5	-0-	--	None
Argent LowLev Convertible Arbitrage Fund Ltd.....	13,500,000	119,611.4	119,611.4	-0-	--	None

NAME	PRINCIPAL AMOUNT OF LYONS BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	COMMON STOCK OFFERED(1)	LYONS OWNED AFTER COMPLETION OF OFFERING(2)	COMMON STOCK OWNED AFTER COMPLETION OF OFFERING(2)	MATERIAL RELATIONSHIP(3)
Aristeia International Limited	26,950,000	238,779.7	238,779.7	-0-	--	None
Aristeia Trading LLC.....	8,050,000	71,323.8	71,323.8	-0-	--	None
Associated Electric & Gas Insurance Services Limited...	3,000,000	26,580.3	26,580.3	-0-	--	None
Banc of America Securities LLC	9,281,000	82,230.6	82,230.6	-0-	--	None
Bank Austria Cayman Islands, Ltd.....	4,500,000	39,870.5	39,870.5	-0-	--	None
Bank of America Pension Plan..	2,500,000	22,150.3	22,150.3	-0-	--	None
Bear, Stearns & Co. Inc.....	9,500,000	84,171.0	84,171.0	-0-	--	None
Black Diamond Capital I, Ltd..	2,432,000	21,547.8	21,547.8	-0-	--	None
Black Diamond Convertible Offshore LDC.....	15,296,000	135,524.1	135,524.1	-0-	--	None
Black Diamond Offshore Ltd....	8,647,000	76,613.3	76,613.3	-0-	--	None
Canyon Capital Arbitrage Masterfund, Ltd.....	3,750,000	33,225.4	33,225.4	-0-	--	None
Canyon Mac 18, Ltd. (RMF).....	625,000	5,537.6	5,537.6	-0-	--	None
Canyon Value Realization Fund (Cayman), Ltd.....	5,625,000	49,838.1	49,838.1	-0-	--	None
Canyon Value Realization Fund, L.P.....	2,500,000	22,150.3	22,150.3	-0-	--	None
CDC Ixis Paris.....	15,000,000	132,901.5	132,901.5	-0-	--	None
Cobra Master Fund, Ltd.....	1,500,000	13,290.2	13,290.2	-0-	--	None
Continental Assistance Company on behalf of its Separate Account E.....	7,200,000	63,792.7	63,792.7	-0-	--	None
Continental Casualty Company..	44,800,000	396,932.5	396,932.5	-0-	--	None
Credit Lyonnais SEC USA.....	28,000,000	248,082.8	248,082.8	-0-	--	None
DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89.....	13,980,000	123,864.2	123,864.2	-0-	--	None
Deephaven Domestic Convertible Trading Ltd.....	165,850,000	1,469,447.6	1,469,447.6	-0-	--	None
DKR Fixed Income Holding Fund Ltd.....	3,000,000	26,580.3	26,580.3	-0-	--	None
Double Black Diamond Offshore LDC.....	50,469,000	447,160.4	447,160.4	-0-	--	None
First Union Securities Inc....	20,000,000	177,202.0	177,202.0	-0-	--	None
Franklin and Marshall College.	785,000	6,955.2	6,955.2	-0-	--	None
Gain Offshore Master Fund Ltd.	6,450,000	57,147.6	57,147.6	-0-	--	None
Global Bermuda Limited Partnership.....	7,000,000	62,020.7	62,020.7	-0-	--	None
Goldman Sachs and Company.....	14,670,000	129,977.7	129,977.7	-0-	--	None
Granville Capital Corporation.	45,000,000	398,704.5	398,704.5	-0-	--	None
HBK Master Fund, L.P.....	17,000,000	172,821.7	150,621.7	-0-	22,200	None
Highbridge International LLC..	148,150,000	1,312,623.8	1,312,623.8	-0-	--	None
HSBC Trustee, Zola Managed Trust.....	400,000	3,544.0	3,544.0	-0-	--	None
ING VP Convertible Fund.....	40,000	354.4	354.4	-0-	--	None
ING Convertible Fund.....	3,960,000	35,086.0	35,086.0	-0-	--	None
Jersey (IMA) Ltd.....	3,000,000	26,580.3	26,580.3	-0-	--	None
KBC Financial Products USA Inc.....	4,480,000	39,693.2	39,693.2	-0-	--	None
Lakeshore International, Ltd..	28,000,000	248,082.8	248,082.8	-0-	--	None
Liberty View Fund LLC.....	2,000,000	17,720.2	17,720.2	-0-	--	None
Liberty View Funds L.P.....	9,000,000	79,740.9	79,740.9	-0-	--	None
Liberty View Global Volatility Fund.....	26,000,000	230,362.6	230,362.6	-0-	--	None
Lyxor Master Fund.....	1,550,000	13,733.2	13,733.2	-0-	--	None

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Lyxor Master Fund, c/o Zola Capital Management, LLC.....	4,750,000	42,085.5	42,085.5	-0-	--	None
Lyxor Master Fund Ref: Argent/ LowLev CB.....	3,000,000	26,580.3	26,580.3	-0-	--	None
Marathon Global Convertible Master Fund, Ltd.....	11,500,000	101,891.2	101,891.2	-0-	--	None
Merrill Lynch International Limited.....	6,000,000	232,719.6	53,160.6	-0-	179,559	None
Merrill Lynch, Pierce, Fenner & Smith, Inc.....	77,983,000	690,937.2	690,937.2	-0-	--	None
Morgan Stanley & Co.....	40,000,000	354,404.0	354,404.0	-0-	--	None
Nicholas Applegate Investment Grade Convertible.....	37,000	327.8	327.8	-0-	--	None
NMS Services (Cayman) Inc.....	50,000,000	443,005.0	443,005.0	-0-	--	None
Peoples Benefit Life Insurance Company Teamsters..	7,500,000	66,450.8	66,450.8	-0-	--	None
Ramius Capital Group.....	500,000	4,430.1	4,430.1	-0-	--	None
Ramius LP.....	1,000,000	8,860.1	8,860.1	-0-	--	None
RCG Baldwin LP.....	1,500,000	13,290.2	13,290.2	-0-	--	None
RCG Halifax Master Fund, Ltd..	1,500,000	13,290.2	13,290.2	-0-	--	None
RCG Latitude Master Fund, Ltd.	2,500,000	22,150.3	22,150.3	-0-	--	None
RCG Multi Strategy, LP.....	3,000,000	26,580.3	26,580.3	-0-	--	None
SAC Capital Associates, LLC...	27,500,000	343,652.8	243,652.8	-0-	100,000	None
Salomon Smith Barney Inc.....	31,836,000	282,070.1	282,070.1	-0-	--	None
St. Albans Partners Ltd.....	5,000,000	44,300.5	44,300.5	-0-	--	None
State of Mississippi Health Care Trust Fund.....	825,000	7,309.6	7,309.6	-0-	--	None
State Street Bank Custodian for GE Pension Trust.....	6,405,000	56,748.9	56,748.9	-0-	--	None
Susquehanna Capital Group.....	5,000,000	44,300.5	44,300.5	-0-	--	None
TD Securities (USA) Inc.....	65,000,000	575,906.5	575,906.5	-0-	--	None
Teachers Insurance & Annuity Association.....	16,000,000	141,761.6	141,761.6	-0-	--	None
Tribecca Investments, LLC.....	60,000,000	531,606.0	531,606.0	-0-	--	None
UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio.....	750,000	6,645.1	6,645.1	-0-	--	None
UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.....	35,000,000	310,103.5	310,103.5	-0-	--	None
UBS Warburg LLC.....	24,060,000	213,174.0	213,174.0	-0-	--	None
UFJ Investments Asia Ltd.....	25,000,000	221,502.5	221,502.5	-0-	--	None
Wachovia Bank National Association.....	20,000,000	177,202.0	177,202.0	-0-	--	None
Wachovia Securities International Ltd.....	31,000,000	274,663.1	274,663.1	-0-	--	None
White River Securities LLC....	9,500,000	84,171.0	84,171.0	-0-	--	None
Worldwide Transactions Ltd....	2,156,000	19,102.4	19,102.4	-0-	--	None
Yield Strategies Fund I, L.P..	5,000,000	44,300.5	44,300.5	-0-	--	None
Yield Strategies Fund II, L.P.	5,000,000	44,300.5	44,300.5	-0-	--	None
Zola Partners, L.P.....	7,250,000	64,235.7	64,235.7	-0-	--	None
Other.....	2,524,833,000	22,370,272.0	22,370,272.0	-0-	--	None

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- (1) Represents shares of common stock issuable upon conversion of LYONs that are beneficially owned and offered by the selling security holder.
- (2) Assumes that all of the LYONs and/or all of the common stock into which the LYONs are convertible are sold.
- (3) Includes any position, office or other material relationship which the selling security holder has had within the past three years with Amgen or any of its predecessors or affiliates.
- (4) Allstate Insurance Company and Allstate Life Insurance Company are affiliated entities. Allstate Insurance Company is the record owner of \$4,000,000 principal amount of LYONs and Allstate Life Insurance Company is the record owner of \$17,900,000 principal amount of LYONs. Aside from the LYONs and the common stock into which the LYONs are convertible, Allstate Insurance Company is the record owner of 180,300 shares of our common stock and Allstate Insurance Company and its affiliates beneficially own an aggregate of 284,300 shares of our common stock.

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See "Risk Factors" section beginning on page 8 of the prospectus to read about factors you should consider before purchasing the LYONs or our common stock.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is June 6, 2002.

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(TM) Trademark of Merrill Lynch & Co., Inc.