SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Addre	ss of Reporting Person TID J	۱ [*]	2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]		ionship of Reporting Perso all applicable) Director Officer (give title	(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) ONE AMGEN CENTER DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2012		below) SVP, Gen. Counsel	below) & Secy.
(Street) THOUSAND OAKS	СА	91320-1799	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Form filed by One Report Form filed by More than 0 Person	ting Person
(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)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code V		Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	01/27/2012		М		50,000	A	\$58.61	137,190	D			
Common Stock	01/27/2012		М		1,598	A	\$62.55	138,788	D			
Common Stock	01/27/2012		М		41,902	A	\$62.55	180,690	D			
Common Stock	01/27/2012		М		20,000	A	\$42.13	200,690	D			
Common Stock	01/27/2012		S		50,000	D	\$68.6536(1)	150,690	D			
Common Stock	01/27/2012		S		43,500	D	\$68.606 ⁽²⁾	107,190	D			
Common Stock	01/27/2012		S		20,000	D	\$68.5189 ⁽³⁾	87,190	D			
Common Stock	01/27/2012		S		20,000	D	\$68.68	67,190 ⁽⁴⁾	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(cigi, puts, cuits, 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 Deri Sec Acq (A) (Disp of (I	umber ivative urities juired or oosed D) (Instr. and 5)	Expiration Date (Month/Day/Year) ired (Instr.		nd 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	Title	Amount or Number of Shares				
Nqso (Right to Buy)	\$58.61	01/27/2012		М			50,000	03/15/2006	03/15/2012	Common Stock	50,000	\$0	0	D	
Iso (Right to Buy)	\$62.55	01/27/2012		М			1,598	04/26/2008	04/26/2014	Common Stock	1,598	\$ <mark>0</mark>	0	D	
Nqso (Right to Buy)	\$62.55	01/27/2012		М			41,902	04/26/2008	04/26/2014	Common Stock	41,902	\$0	0	D	
Nqso (Right to Buy)	\$42.13	01/27/2012		М			20,000	04/29/2009	04/29/2015	Common Stock	20,000	\$0	20,000	D	

Explanation of Responses:

1. The price reported is an average price. The prices ranged from \$68.60 to \$68.67 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

2. The price reported is an average price. The prices ranged from \$68.56 to \$68.6450 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

3. The price reported is an average price. The prices ranged from \$68.48 to \$68.60 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

4. These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 2,850 RSUs which fully vest on 4/29/2012; 2,850 RSUs which vest in two equal annual installments of 1,425 each commencing 4/26/2012; and 11,200 RSUs which vest in two equal installments of 3,696 each on 4/25/2013 and 4/25/2014 and one installment of 3,808 on 4/25/2015. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

/s/ David J. Scott

01/30/2012 Date

** Signature of Reporting Person

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.

Exhibit 24

Power of Attorney

Know all men by these presents, that the undersigned hereby constitutes and appoints each of John C. Ayres, Andrea A. Robinson and Richard T. Benson, signing singly, the undersigneds true and lawful attorney-in-fact to execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, as may be required as a result of the undersigneds position as an officer and/or director of Amgen Inc. (the Company).

The undersigned hereby grants to each such attorney-in-fact full power and authority to execute such Forms 3, 4 and 5 as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigneds holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneysin-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of October, 2011.

/s/ David J. Scott Name: David J. Scott