

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMGEN INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-3540776
(I.R.S. Employer
Identification Number)

One Amgen Center Drive
Thousand Oaks, California 91320-1799
(Address of Principal Executive Offices including Zip Code)

RETIREMENT AND SAVINGS PLAN FOR AMGEN MANUFACTURING, LIMITED
(Full Title of the Plan)

David J. Scott, Esq.
Senior Vice President, General Counsel and
Secretary
One Amgen Center Drive
Thousand Oaks, California 91320-1799
(805) 447-1000

Copy to:
Charles Ruck
Regina Schlatter
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, California 92626
(714) 540-1235

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	750,000	\$ 54.59	\$40,942,500.00	\$1,256.93

- (1) 750,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Amgen Inc., a Delaware corporation (the "Company"), are being registered hereunder. Such number represents shares that may be purchased in the open market pursuant to the Retirement and Savings Plan for Amgen Manufacturing, Limited (as the successor plan to the Retirement and Savings Plan for Amgen Manufacturing, Inc.) (the "Plan"). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan. In addition, pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall automatically cover any additional shares of Common Stock that become purchasable under the Plan by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act. The price per share and aggregate offering price for the shares of Common Stock are calculated on the basis of the average of the high and low trading prices of the Common Stock, as reported on the NASDAQ Global Select Market on July 10, 2007.

Proposed issuances to commence as soon after the effective date of the Registration Statement as practicable.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of the Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

The Company has previously registered 160,000 shares of Common Stock, after giving effect to stock splits, that may be purchased under the Plan by a Registration Statement on Form S-8 filed with the Commission on May 4, 1992, Registration No. 33-47605, as amended (the "Prior Registration Statement"). Under this Registration Statement, the Company is registering an additional 750,000 shares of Common Stock that may be acquired under the Plan. The content of the Prior Registration Statement is incorporated by reference herein to the extent not modified or superseded thereby or by any subsequently filed document that is incorporated by reference herein or therein.

Experts

The financial statements and management's report on the effectiveness of internal control over financial reporting incorporated in this Registration Statement by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2006 have been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

Item 8. Exhibits.

See the Index to Exhibits on page 4.

The Company previously received a determination letter from the Treasury Department of the Commonwealth of Puerto Rico (the "Treasury Department"), dated October 21, 2003, opining that the Plan meets the requirements of Section 1165(a) of the Puerto Rico Internal Revenue Code of 1994, as amended (the "Code"). On April 20, 2007, the Company submitted an application to the Treasury Department for a new determination letter with respect to the Plan, as amended since the date of the prior determination letter. The Company hereby undertakes that it has submitted the Plan and any amendments thereto to the Treasury Department and has made or will make all changes required by the Treasury Department in order to continue to maintain qualification of the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Amgen Inc., a Delaware corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thousand Oaks, State of California, on this 13th day of July 2007.

AMGEN INC.

By: /s/ Kevin W. Sharer
Kevin W. Sharer
Chairman of the Board, Chief Executive Officer and
President

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin W. Sharer, Robert A. Bradway and David J. Scott, or any of them, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments (including, without limitation, post-effective amendments) and supplements to this Registration Statement, and any related registration statements, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the registrant and in the capacities on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin W. Sharer</u> Kevin W. Sharer	Chairman of the Board, Chief Executive Officer and President, and Director (Principal Executive Officer)	July 13, 2007
<u>/s/ Robert A. Bradway</u> Robert A. Bradway	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 13, 2007
<u>/s/ Michael A. Kelly</u> Michael A. Kelly	Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	July 13, 2007
<u>/s/ David Baltimore</u> David Baltimore	Director	July 13, 2007
<u>/s/ Frank J. Biondi, Jr.</u> Frank J. Biondi, Jr.	Director	July 13, 2007
<u>/s/ Jerry D. Choate</u> Jerry D. Choate	Director	July 13, 2007
<u>/s/ Frederick W. Gluck</u> Frederick W. Gluck	Director	July 13, 2007

<u>/s/ Frank C. Herringer</u> Frank C. Herringer	Director	July 13, 2007
<u>/s/ Gilbert S. Omenn</u> Gilbert S. Omenn	Director	July 13, 2007
<u>/s/ Judith C. Pelham</u> Judith C. Pelham	Director	July 13, 2007
<u>/s/ J. Paul Reason</u> J. Paul Reason	Director	July 13, 2007
<u>/s/ Leonard D. Schaeffer</u> Leonard D. Schaeffer	Director	July 13, 2007

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee (or other persons who administer the Retirement and Savings Plan for Amgen Manufacturing, Limited) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thousand Oaks State of California, on this 13th day of July 2007.

RETIREMENT AND SAVINGS PLAN FOR AMGEN
MANUFACTURING, LIMITED

By: AMGEN MANUFACTURING, LIMITED
Plan Administrator

By: /s/ Robert A. Bradway
Robert A. Bradway, Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT	DESCRIPTION
4.1	Restated Certificate of Incorporation (as restated December 6, 2005). (1)
4.2	Amended and Restated Bylaws of Amgen Inc. (as amended and restated February 14, 2007). (2)
4.3	Form of stock certificate for the common stock, par value \$0.0001 of Amgen Inc. (3)
4.4	Registration Rights Agreement, dated as of November 18, 2004, among Amgen Inc. and Morgan Stanley & Co. Incorporated and Merrill Lynch, Pierce, Fenner & Smith Incorporated. (4)
4.5	Registration Rights Agreement, dated as of February 17, 2006, among Amgen Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., JPMorgan Securities Inc., Lehman Brothers Inc., Bear, Stearns & Co. Inc., Credit Suisse Securities (USA) LLC. (5)
5*	Determination letter issued by the Treasury Department of the Commonwealth of Puerto Rico, dated October 21, 2003.
23*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24*	Power of Attorney (included on the signature page to this Registration Statement).

* Filed herewith.

- (1) Filed as an exhibit to the Form 10-K for the year ended December 31, 2005 on March 10, 2006 and incorporated herein by reference.
- (2) Filed as an exhibit to the Current Report on Form 8-K on February 20, 2007 and incorporated herein by reference.
- (3) Filed as an exhibit to the Form 10-Q for the quarter ended March 31, 1997 on May 13, 1997 and incorporated herein by reference.
- (4) Filed as an exhibit to the Company's Form 8-K on November 19, 2004 and incorporated herein by reference.
- (5) Filed as an exhibit to the Company's Form 8-K on February 21, 2006 and incorporated herein by reference.



21 OCT 2003

Mrs. Ana María Bigas Kennerley
 Abarca & Associates P.S.C.
 P.O.Box 13928
 San Juan, Puerto Rico 00908-3928

Name of Employer : **Amgen Manufacturing, Limited**
Account Number : **98-0210484**
Effective Date : **January 1, 2003**
Name of Plan : **Retirement and Savings Plan for Amgen Manufacturing, Limited (Section 1165(e))**

Dear Mrs. Bigas:

It is the opinion of this Department, based upon the evidence submitted, that the above plan meets the requirements of Section 1165(a) of the Puerto Rico Internal Revenue Code of 1994, as amended (Code) and that the trust established thereunder will be entitled to exemption from local income taxes. According to Article 1165-1(b)(3) of the Regulations issued under the Code (Regulations), "The law is concerned not so much with the form of any plan as it is with its effect in operation".

The trust, being exempt under Section 1165(a) of the Code, is subject to the provisions of Section 1404, relating to tax on unrelated business income, as defined in Section 1405 of the Code. It is also required to file an annual return, on the enclosed Form 480.70(OE), stating specifically the items of gross income, receipts and disbursements connected thereto, and any other pertinent information.

The contributions made by the employer, pursuant to the terms of the plan, will be subject to the conditions and limitations of Section 1023(n)(1) of the Code. The deductibility of such contributions will be verified upon examination of the employer's return.

PO BOX 9024140 SAN JUAN, PUERTO RICO 00902-4140

The information required by Article 1023(n)-2 of the Regulations must be submitted annually with the employer's and trust's return. However, if in a particular taxable year said information has been filed by the employer and he so notifies the trustee; the trustee, in lieu of the information required under Article 1023(n)-2 of the Regulations, may file with the Secretary of the Treasury the following information: (1) the names and addresses of the parties to the trust agreement and the date thereof; (2) the taxable year involved; (3) a copy of the notification from the employer with respect to the filing of such information; and (4) a request for exemption of the trust under Section 1165(a) of the Code.

Any amendment to the plan must be notified immediately to this Department in order to determine its tax effect. Moreover, this Department must be notified immediately in the event of suspension or discontinuance of contributions by the employer, or termination of the plan (or trust).

Act No. 82 of August 14, 1997 amended Section 1165(b) of the Code to require the withholding of tax at source in total distributions made by a qualified trust within a single taxable year, due to the employee's separation from his service, in the amount which exceeds the taxed amount contributed by the employee.

No opinion is expressed as to the tax treatment of the above transactions under any other provision of the Code and the Regulations that may also be applicable thereto, or to the tax treatment of any condition existing at the time of the transactions, or any effect resulting therefrom, that is not specifically covered by this ruling. The opinion expressed herein shall be valid only upon the continued existence of the facts as submitted for our consideration.

Cordially,



Carmen Colón Calderín, Chief
Pension Plan Section

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-8) pertaining to the Retirement and Savings Plan for Amgen Manufacturing, Limited, and to the incorporation by reference therein of our reports dated February 22, 2007, with respect to the consolidated financial statements and schedules of Amgen Inc., Amgen Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Amgen Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2006, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
July 12, 2007