FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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| | | |

| 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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* SHARER KEVIN W | | | | | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|--|--------------------|---|---------|---|---|---------|---|------------------------------------|--------|--------------------|--|---------------------------------------|---|--|---|---|--|---------------------------------------|
| SHARER KEVIN W | | | | | | | | | | | | | | X | Director | | 10% | Owner | |
| (Last) (First) (Middle) ONE AMGEN CENTER DRIVE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/29/2009 | | | | | | | | | X | belov | , | Other (specify below) Bd, CEO & Pres | | |
| (Street) THOUSAND OAKS CA 91320-1799 | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line) | X Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| (City) | (| State) | (Zip) | | | | | | | | | | | | | Pers | on | | |
| | | Та | ble I - No | n-Deriv | ative | Se | curitie | s Ac | quired, | Dis | posed o | f, c | or Be | nefi | cially | Own | ed | | |
| | | | 2. Transaction Date (Month/Day/Year) | | ur) I | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | | | | | l and Secur Benef Owne | | icially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Ownership | |
| | | | | | | | | Code | v | Amount | | (A) or (D) | Pr | ce | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | |
| Common | nmon Stock | | | 04/29 | 4/29/2009 | | | | | | 4,098 | 3 | D | \$ | 50.44 | 6 | 59,902 | D | |
| Common | Stock | | | 04/29 | /2009 | | | | G ⁽¹⁾ | V | 5,152 | | D | T | \$ <mark>0</mark> | 64 | | | |
| Common | Stock | | | 04/29 | /2009 | | | | G ⁽³⁾ | v | 5,152 | | A | | \$0 | 2 | Living Trust | | |
| Common | Stock | | | | | | | | | | | | | | | 4,326.226 ⁽⁴⁾ I By 401(Plan | | | |
| | 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. Conversio or Exercise Price of Derivative Security | e (Month/Day/Year) | 3A. Deem Execution if any (Month/D | n Date, | 4. Transaction Code (Instr. 8) | | n of I | | 6. Date E Expiratio (Month/D | n Dat | е | 7. Title and Amount of Securities Underlying Derivative Security (Instr and 4) | | of s ng e | Der Sec (Ins | rivative curity str. 5) derivative Securities Beneficially Owned Following Reported | Securities Beneficially Owned Following Reported Transaction(s | Ownership Form: Direct (D) or Indirect (I) (Instr. 4 | Beneficial Ownership (Instr. 4) |
| | | | | | Code | | (A) | (D) | Date Exercisa | | Expiration Date | Tit | Amo or Num of Title Share | | | | | | |

Explanation of Responses:

- 1. Shares are being transferred to the Reporting Person's Living Trust.
- 2. These shares include the following Restricted Stock Units (RSUs) granted under the Company's Amended and Restated 1991 Equity Incentive Plan: 27,750 RSUs which vest in three equal annual installments of 9,250 each commencing 04/29/2010; and 37,000 RSUs which vest in four equal annual installments of 9,250 each commencing 4/28/2010. Vested RSUs are paid in shares of the Company's Common Stock on a one-to-one basis, unless deferred by the reporting person.
- 3. Shares are being transferred to the Reporting Person's Living Trust.
- 4. These are shares acquired under the Company's 401(k) Plan and represent interests in the Company's stock fund as of this filing.

/s/ N Cris Prince, attorney-infact for Mr. Sharer

05/01/2009

** 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.