

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549
FORM 10-K/A
Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-12477

AMGEN INC.

(Exact name of registrant as specified in its charter)

Delaware

95-3540776

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

One Amgen Center Drive, Thousand Oaks, California

91320-1789

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 805-447-1000

Securities registered pursuant to Section 12(g) of the Act:

Common stock, \$.0001 par value, Common shares purchase rights,

Contractual contingent payment rights

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

The approximate aggregate market value of voting and non-voting stock held by non-affiliates of the registrant was \$13,380,017,000 as of February 28, 1998 (A)

255,754,703

(Number of shares of common stock outstanding as of February 28, 1998)

Documents incorporated by reference:

Document	Form 10-K Parts
Definitive 1998 Proxy Statement, to be filed within 120 days of December 31, 1997 (specified portions)	III

(A) Excludes 3,895,561 shares of common stock held by directors and officers, and any stockholders whose ownership exceeds five percent of the shares outstanding, at February 28, 1998. Exclusion of shares held by any person should not be construed to indicate that such person possesses the power, directly or indirectly, to direct or cause the direction of the management or policies of the

registrant, or that such person is controlled by or under common control with the registrant.

EXPLANATORY STATEMENT

This Amendment No. 1 to the Annual Report on Form 10-K for Amgen Inc. (the "Company") for the fiscal year ended December 31, 1997 is being filed to amend Item 14 (a) (3) by adding as Exhibits, certain amended and restated financial data schedules.

As reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 (the "Initial Form 10-K"), the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 128, "Earning Per Share," which required a retroactive change in the method used to compute and display earnings per share information. Although earnings per share information presented in the Initial Form 10-K for prior periods was restated to the new method, financial data

schedules for prior periods, restated in accordance with SFAS No. 128, were not included. Such restated financial data schedules are filed pursuant to this Amendment No. 1. This Amendment No. 1 is also being filed to amend certain amounts in the restated financial data schedules, as footnoted, to properly state information required by Regulation S-K, Item 601 (c), Appendix A. In addition, the financial data schedule filed as an exhibit to the Initial Form 10-K is also being amended, as footnoted, to properly state certain amounts required by Regulation S-K, Item 601 (c), Appendix A and filed pursuant to this Amendment No. 1.

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a)3. Exhibits

Exhibit No.	Description
3.1	Restated Certificate of Incorporation as amended. (19)
3.2*	Amended and Restated Bylaws.
4.1	Indenture dated January 1, 1992 between the Company and Citibank N.A., as trustee. (8)
4.2	Forms of Commercial Paper Master Note Certificates. (10)
4.3	First Supplement to Indenture, dated February 26, 1997 between the Company and Citibank N.A., as trustee. (16)
4.4	Officer's Certificate pursuant to Sections 2.1 and 2.3 of the Indenture, as supplemented, establishing a series of securities "8-1/8% Debentures due April 1, 2097." (18)
4.5	8-1/8% Debentures due April 1, 2097. (18)
4.6	Form of stock certificate for the common stock, par value \$.0001 of the Company. (19)
4.7	Officer's Certificate pursuant to Sections 2.1 and 2.3 of the Indenture, dated as of January 1, 1992, as supplemented by the First supplemental Indenture, dated as of February 26, 1997, each between the Company and Citibank, N.A., as Trustee, establishing a series of securities entitled "6.50% Notes Due December 1, 2007". (22)
4.8	6.50% Notes Due December 1, 2007 described in Exhibit 4.7. (22)
10.1**	Company's Amended and Restated 1991 Equity Incentive Plan.
10.2+	Company's Amended and Restated 1984 Stock Option Plan. (14)
10.3	Shareholder's Agreement of Kirin-Amgen, Inc., dated May 11, 1984, between the Company and Kirin Brewery Company, Limited (with certain confidential information deleted therefrom). (1)
10.4	Amendment Nos. 1, 2, and 3, dated March 19, 1985, July 29, 1985 and December 19, 1985, respectively, to the Shareholder's Agreement of Kirin-Amgen, Inc., dated May 11, 1984 (with certain confidential information deleted therefrom). (3)
10.5	Product License Agreement, dated September 30, 1985, and Technology License Agreement, dated, September 30, 1985 between the Company and Ortho Pharmaceutical Corporation (with certain confidential information deleted therefrom). (2)
10.6	Product License Agreement, dated September 30, 1985, and Technology License Agreement, dated September 30, 1985 between Kirin-Amgen, Inc. and Ortho Pharmaceutical Corporation (with certain confidential information deleted therefrom). (3)
10.7+	Company's Amended and Restated Employee Stock Purchase Plan. (14)

- 10.8 Research, Development Technology Disclosure and License Agreement PPO, dated January 20, 1986, by and between the Company and Kirin Brewery Co., Ltd. (4)
- 10.9 Amendment Nos. 4 and 5, dated October 16, 1986 (effective July 1, 1986) and December 6, 1986 (effective July 1, 1986), respectively, to the Shareholders Agreement of Kirin-Amgen, Inc. dated May 11, 1984 (with certain confidential information deleted therefrom). (5)
- 10.10 Assignment and License Agreement, dated October 16, 1986, between the Company and Kirin-Amgen, Inc. (with certain confidential information deleted therefrom). (5)
- 10.11 G-CSF European License Agreement, dated December 30, 1986, between Kirin-Amgen, Inc. and the Company (with certain confidential information deleted therefrom). (5)
- 10.12 Research and Development Technology Disclosure and License Agreement: GM-CSF, dated March 31, 1987, between Kirin Brewery Company, Limited and the Company (with certain confidential information deleted therefrom). (5)
- 10.13+ Company's Amended and Restated 1988 Stock Option Plan. (14)
- 10.14+ Company's Amended and Restated Retirement and Savings Plan. (14)
- 10.15 Amendment, dated June 30, 1988, to Research, Development, Technology Disclosure and License Agreement: GM-CSF dated March 31, 1987, between Kirin Brewery Company, Limited and the Company. (6)
- 10.16 Agreement on G-CSF in the EU, dated September 26, 1988, between Amgen Inc. and F. Hoffmann-La Roche & Co. Limited Company (with certain confidential information deleted therefrom). (7)
- 10.17 Supplementary Agreement to Agreement dated January 4, 1989 to Agreement on G-CSF in the EU, dated September 26, 1988, between the Company and F. Hoffmann-La Roche & Co. Limited Company, (with certain confidential information deleted therefrom). (7)
- 10.18 Agreement on G-CSF in Certain European Countries, dated January 1, 1989, between Amgen Inc. and F. Hoffmann-La Roche & Co. Limited Company (with certain confidential information deleted therefrom). (7)
- 10.19 Partnership Purchase Agreement, dated March 12, 1993, between the Company, Amgen Clinical Partners, L.P., Amgen Development Corporation, the Class A limited partners and the Class B limited partner. (9)
- 10.20+ Amgen Supplemental Retirement Plan dated June 1, 1993. (11)
- 10.21 Promissory Note of Mr. Kevin W. Sharer, dated June 4, 1993. (11)
- 10.22+ Amgen Performance Based Management Incentive Plan. (17)
- 10.23 Credit Agreement, dated as of June 23, 1995, among Amgen Inc., the Borrowing Subsidiaries named therein, the Banks named therein, Swiss Bank Corporation and ABN AMRO Bank N.V., as Issuing Banks, and Swiss Bank Corporation, as Administrative Agent. (12)
- 10.24 Promissory Note of Mr. George A. Vandeman, dated December 15, 1995. (13)
- 10.25 Promissory Note of Mr. George A. Vandeman, dated December 15, 1995. (13)
- 10.26 Promissory Note of Mr. Stan Benson, dated March 19,

1996. (13)

10.27+ Amendment No. 1 to the Company's Amended and Restated Retirement and Savings Plan. (14)

10.28+ Amendment Number 5 to the Company's Amended and Restated Retirement and Savings Plan dated January 1, 1993. (17)

10.29+ Amendment Number 2 to the Company's Amended and Restated Retirement and Savings Plan dated April 1, 1996. (17)

10.30 First Amendment to Credit Agreement, dated as of December 12, 1996, among Amgen Inc., the Borrowing Subsidiaries named therein, and Swiss Bank Corporation as Administrative Agent. (17)

10.31 Fourth Amendment to Rights Agreement, dated February 18, 1997 between Amgen Inc. and American Stock Transfer and Trust Company, Rights Agent. (15)

10.32 Preferred Share Rights Agreement, dated February 18, 1997, between Amgen Inc. and American Stock Transfer and Trust Company, Rights Agent. (15)

10.33+ Consulting Agreement, dated November 15, 1996, between the Company and Daniel Vapnek. (17)

10.34+ Agreement, dated May 30, 1995, between the Company and George A. Vandeman. (17)

10.35+ First Amendment, effective January 1, 1998, to the Company's Amended and Restated Employee Stock Purchase Plan. (20)

10.36+ Third Amendment, effective January 1, 1997, to the Company's Amended and Restated Retirement and Savings Plan dated April 1, 1996. (20)

10.37 Heads of Agreement dated April 10, 1997, between the Company and Kirin Amgen, Inc., on the one hand, and F. Hoffmann-La Roche Ltd, on the other hand (with certain confidential information deleted therefrom). (20)

10.38 Binding Term Sheet, dated August 20, 1997, between Guilford Pharmaceuticals Inc. ("Guilford") and GPI NIL Holdings, Inc., and Amgen Inc. (with certain confidential information deleted therefrom). (21)

10.39* Promissory Note of Ms. Kathryn E. Falberg, dated April 7, 1995.

10.40* Promissory Note of Mr. Edward F. Garnett, dated July 18, 1997.

10.41*+ Fourth Amendment to the Company's Amended and Restated Retirement and Savings Plan as amended and restated effective April 1, 1996.

10.42*+ Fifth Amendment to the Company's Amended and Restated Retirement and Savings Plan as amended and restated effective April 1, 1996.

21* Subsidiaries of the Company.

23* Consent of Ernst & Young LLP, Independent Auditors.

24* Power of Attorney.

27** Amended - Financial Data Schedule for the Year Ended December 31, 1997.

27.1** Amended and restated - Financial Data Schedule for the Year Ended December 31, 1996; and for the Year Ended December 31, 1995.

- 27.2** Amended and restated - Financial Data Schedule for the Nine Months Ended September 30, 1997; for the Six Months Ended June 30, 1997; and for the Three Months Ended March 31, 1997.
- 27.3** Amended and restated - Financial Data Schedule for the Nine Months Ended September 30, 1996; for the Six Months Ended June 30, 1996; and for the Three Months Ended March 31, 1996.

** Filed herewith.

+ Management contract or compensatory plan or arrangement.

* Previously filed as part of the Registrant's initial Annual Report on Form 10-K filed with the Commission on March 24, 1998.

- (1) Filed as an exhibit to the Annual Report on Form 10-K for the year ended March 31, 1984 on June 26, 1984 and incorporated herein by reference.
- (2) Filed as an exhibit to Quarterly Report on Form 10-Q for the quarter ended September 30, 1985 on November 14, 1985 and incorporated herein by reference.
- (3) Filed as an exhibit to Quarterly Report on Form 10-Q for the quarter ended December 31, 1985 on February 3, 1986 and incorporated herein by reference.
- (4) Filed as an exhibit to Amendment No. 1 to Form S-1 Registration Statement (Registration No. 33-3069) on March 11, 1986 and incorporated herein by reference.
- (5) Filed as an exhibit to the Form 10-K Annual Report for the year ended March 31, 1987 on May 18, 1987 and incorporated herein by reference.
- (6) Filed as an exhibit to Form 8 amending the Quarterly Report on Form 10-Q for the quarter ended June 30, 1988 on August 25, 1988 and incorporated herein by reference.
- (7) Filed as an exhibit to the Annual Report on Form 10-K for the year ended March 31, 1989 on June 28, 1989 and incorporated herein by reference.
- (8) Filed as an exhibit to Form S-3 Registration Statement dated December 19, 1991 and incorporated herein by reference.
- (9) Filed as an exhibit to the Form 8-A dated March 31, 1993 and incorporated herein by reference.
- (10) Filed as an exhibit to the Form 10-Q for the quarter ended March 31, 1993 on May 17, 1993 and incorporated herein by reference.
- (11) Filed as an exhibit to the Form 10-Q for the quarter ended September 30, 1993 on November 12, 1993 and incorporated herein by reference.
- (12) Filed as an exhibit to the Form 10-Q for the quarter ended June 30, 1995 on August 11, 1995 and incorporated herein by reference.
- (13) Filed as an exhibit to the Annual Report on Form 10-K for the year ended December 31, 1995 on March 29, 1996 and incorporated herein by reference.
- (14) Filed as an exhibit to the Form 10-Q for the quarter ended September 30, 1996 on November 5, 1996 and incorporated herein by reference.
- (15) Filed as an exhibit to the Form 8-K Current Report dated February 18, 1997 on February 28, 1997 and incorporated herein by reference.
- (16) Filed as an exhibit to the Form 8-K Current Report dated March 14, 1997 on March 14, 1997 and incorporated herein by reference.
- (17) Filed as an exhibit to the Annual Report on Form 10-K for the year ended December 31, 1996 on March 24, 1997 and incorporated herein by reference.

- (18) Filed as an exhibit to the Form 8-K Current Report dated April 8, 1997 on April 8, 1997 and incorporated herein by reference.
- (19) 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.
- (20) Filed as an exhibit to the Form 10-Q for the quarter ended June 30, 1997 on August 12, 1997 and incorporated herein by reference.
- (21) Filed as exhibit 10.47 to the Guilford Form 8-K Current Report dated August 20, 1997 on September 4, 1997 and incorporated herein by reference.
- (22) Filed as an exhibit to the Form 8-K Current Report dated and filed on December 5, 1997 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Amgen Inc.
(Registrant)

Date: 5/8/98

By: /s/ KATHRYN E. FALBERG
Kathryn E. Falberg
Vice President, Finance,
Chief Financial Officer
and Chief Accounting
Officer

1,000,000

YEAR	
DEC-31-1997	DEC-31-1997
	239
	787
	283
	14
	109
1,544	
	1,669
	483
3,110	
742	
	229
0	
	0
	0
	2,139
3,110	
	2,220
2,401	
	301
	301
1,308	
	0
4	
	861
	217
0	
	0
	0
	0
	644
	2.44
	2.35

Amended to conform with the requirements of Regulation S-K, Item 601 (c), Appendix A.

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YEAR		YEAR	
DEC-31-1996	JAN-01-1996	DEC-31-1995	JAN-01-1995
	DEC-31-1996		DEC-31-1995
	169		67
	908		984
	237		213
	12		14
	97		89
	1,503		1,454
	1,301		1,033
	391		290
	2,766		2,433
643		584	
	59		177
0		0	
	0		0
	0		0
	1,906		1,672
2,766			
	2,433		
	2,088		1,819
	2,240		1,940
	283		273
	283		273
	1,052		923
	0		0
	6		15
	962		794
	283		257
0		0	
	0		0
	0		0
	0		0
	680		538
	2.57		2.03
	2.42		1.92

Restated pursuant to Regulation S-K, Item 601(c), to conform to SFAS No. 128. "EPS-PRIMARY" denotes basic EPS. Amended to conform with the requirements of Regulation S-K, Item 601(c), Appendix A.

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	9-MOS DEC-31-1997 JAN-01-1997 SEP-30-1997	6-MOS DEC-31-1997 JAN-01-1997 JUN-30-1997	3-MOS DEC-31-1997 JAN-01-1997 MAR-31-1997	
		240	331	265
	862	894	780	
	250	242	219	
	14	13	12	
	111	106	100	
	1,526	1,646	1,437	
		1,579	1,490	1,400
	467	445	418	
	3,002	3,043		2,773
634		588	539	
	129	134	59	
0	0	0	0	
	0	0	0	0
	2,239	2,270		2,018
3,002	3,043	2,773		
	1,656	1,103		536
1,794		1,196	576	
	223		149	72
	223	149	72	
1,005		552	269	
0		0	0	
1		1	0	
617		529	250	
	152	148	70	
0		0	0	
	0	0	0	
	0	0	0	
	0	0	0	0
	465	381	180	
	1.75	1.44	.68	
	1.68	1.37	.65	

Restated pursuant to Regulation S-K, Item 601(c), to conform to SFAS No. 128. "EPS-PRIMARY" denotes basic EPS.

Amended to conform with the requirements of Regulation S-K, Item 601 (c), Appendix A.

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	9-MOS	6-MOS	3-MOS	
	DEC-31-1996	DEC-31-1996	DEC-31-1996	
	JAN-01-1996	JAN-01-1996	JAN-01-1996	
	SEP-30-1996	JUN-30-1996	MAR-31-1996	
		227	214	62
	767		798	873
	218	214	227	
	11	15	14	
	91		92	90
	1,406	1,410	1,354	
		1,193	1,118	1,069
	361	336	311	
	2,549	2,496		2,367
565		577	515	
		59	99	99
0		0	0	
	0		0	0
	0		0	0
	1,768	1,821		1,753
2,549	2,496	2,367		
	1,529		996	477
1,646		1,079		508
	208		135	67
	208	135	67	
766		506	251	
0		0		0
5		4		2
715		466		207
	213		144	63
0		0		0
	0	0		0
	0	0		0
	0		0	0
	502	322		144
	1.89	1.21	.54	
	1.78	1.14	.51	

Restated pursuant to Regulation S-K, Item 601(c), to conform to SFAS No. 128. "EPS-PRIMARY" denotes basic EPS.

Amended to conform with the requirements of Regulation S-K, Item 601 (c), Appendix A.