## 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

# OMB APPROVAL OMB Number: 3235-0287

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	Estimated average burden	
	hours per response:	0.5
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1. Name and Addre	ess of Reporting Perso BRIAN M	n*	2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [ AMGN ]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner
(Last) ONE AMGEN	(First) CENTER DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2012	- X	Officer (give title below) SVP, Human R	Other (specify below) esources
(Street) THOUSAND OAKS	CA	91320-1799	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	porting 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. Transa Code ( 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 (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(insu. 4)
Common Stock	07/27/2012		М		1,391	A	\$71.88	54,680	D	
Common Stock	07/27/2012		М		42,109	A	\$71.88	96,789	D	
Common Stock	07/27/2012		М		1,598	A	\$62.55	98,387	D	
Common Stock	07/27/2012		М		10,000	A	\$42.13	108,387	D	
Common Stock	07/27/2012		М		10,000	A	\$50.44	118,387	D	
Common Stock	07/27/2012		М		20,000	A	\$58.43	138,387	D	
Common Stock	07/27/2012		S		85,098	D	\$82.739(1)	53,289	D	
Common Stock	07/27/2012		S		500	D	\$81.872	52,789 <sup>(2)(3)</sup>	D	

# 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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			umber wative urities uired or oosed O) (Instr.	6. Date Exerc Expiration Da (Month/Day/Y	isable and	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				
Iso (Right to Buy)	\$71.88	07/27/2012		м			1,391	04/03/2010	04/03/2013	Common Stock	1,391	\$0	0	D	
Nqso (Right to Buy)	\$71.88	07/27/2012		М			42,109	04/03/2007	04/03/2013	Common Stock	42,109	\$0	0	D	
Iso (Right to Buy)	\$62.55	07/27/2012		м			1,598	04/26/2011	04/26/2014	Common Stock	1,598	\$ <b>0</b>	0	D	
Nqso (Right to Buy)	\$42.13	07/27/2012		М			10,000	04/29/2009	04/29/2015	Common Stock	10,000	\$0	0	D	
Nqso (Right to Buy)	\$50.44	07/27/2012		М			10,000	04/28/2010	04/28/2016	Common Stock	10,000	\$0	10,000	D	
Nqso (Right to Buy)	\$58.43	07/27/2012		М			20,000	04/26/2011	04/26/2020	Common Stock	20,000	\$0	20,000	D	

#### Explanation of Responses:

1. The price reported is an average price. The prices ranged from \$82.60 to \$82.88 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, the issuer or a security holder of the issuer.

2. These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 1,425 RSUs which fully vest on 4/28/2013; 2,900 RSUs which vest in two equal annual installments of 1,450 each commencing 4/26/2013; 22,081 RSUs which fully vest on 12/31/2014; 7,500 RSUs which vest in two equal installments of 2,475 each on 4/25/2013 and 4/25/2014 and one installment of 2,550 on 4/25/2015; and 4,466 RSUs which vest in three installments of 1,473, 1,474 and 1,519 on 4/27/2014, 4/27/2015 and 4/27/2016, respectively. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

3. These shares include 23 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 2009 Equity Incentive Plan and subject to a qualifying dividend reinvestment plan. DEs are credited on the reporting person's unvested RSUs and are paid out in shares of the Company's common stock on a one-to-one basis according to the vesting schedule, along with a cash payment for any remaining fractional share amount.

<u>/s/ Brian M. McNamee</u>

07/31/2012

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.