

**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)

AMGEN INC. AMENDED AND RESTATED 1991 EQUITY INCENTIVE PLAN
(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	19,251,289 19,753,197	\$61.79 \$54.59	\$1,189,537,147.31 \$1,078,327,024.23	\$36,518.79 \$33,104.64

- (1) Consists of (i) 19,251,289 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Amgen Inc., a Delaware corporation (the "Company"), subject to outstanding options issued under the Amgen Inc. Amended and Restated 1991 Equity Incentive Plan (the "Plan") and (ii) 19,753,197 shares of Common Stock available for future issuance under the Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall automatically cover any additional shares of Common Stock that become issuable 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, and is based on (i) the weighted average exercise price of \$61.79 per share for the 19,251,289 shares of Common Stock subject to outstanding options issued under the Plan, and (ii) the average of the high and low sales prices (\$54.59) of the Common Stock, as reported on the NASDAQ Global Select Market on July 10, 2007, for the remaining 19,753,197 shares of Common Stock available for future issuance under the Plan.

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 Plan authorizes the issuance of an aggregate of 192,000,000 shares of Common Stock, after giving effect to stock splits. The Company has previously registered 96,000,000 shares of Common Stock, after giving effect to stock splits, issuable under the Plan by a Registration Statement on Form S-8 filed with the Commission on August 8, 1991, as amended, Registration No. 33-42072 (the "Prior Registration Statement"). Under this Registration Statement, the Company is registering an additional 39,004,486 shares of Common Stock, consisting of (i) 19,251,289 shares of Common Stock subject to outstanding options issued under the Plan and (ii) 19,753,197 shares of Common Stock available for future issuance 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.

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

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*	Opinion of Latham & Watkins LLP regarding the legality of the securities being registered.
23.1*	Consent of Latham & Watkins LLP (included in Exhibit 5).
23.2*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24*	Power of Attorney (included on the signature page to this Registration Statement).
99.1	Amgen Inc. Amended and Restated 1991 Equity Incentive Plan. (6)

* 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.
- (6) Filed as an exhibit to the Company's Form 8-K on December 8, 2005, and incorporated herein by reference.

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LATHAM & WATKINS LLP

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July 13, 2007

Amgen Inc.
 One Amgen Center Drive
 Thousand Oaks, California 91320-1799

Attn: Board of Directors

Re: Registration Statement on Form S-8; 39,004,486 shares of Common Stock, par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Amgen Inc., a Delaware corporation (the "Company"), in connection with the registration of 39,004,486 shares of common stock, \$0.0001 par value per share (the "Shares"), issuable under the Amgen Inc. Amended and Restated 1991 Equity Incentive Plan (the "Plan"), under the Securities Act of 1933, as amended (the "Act"), on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on the date hereof. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as to the validity of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware (the "DGCL"), and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any other local agencies within any state.

Subject to the foregoing, it is our opinion that as of the date hereof, the Shares have been duly authorized by all necessary corporate action of the Company, and, upon issuance of the Shares in accordance with the terms of the Plan and Registration Statement, and subject to the

LATHAM & WATKINS LLP

Company completing all action and proceedings required on its part to be taken prior to the issuance of the Shares pursuant to the terms of the Plan and the Registration Statement, including, without limitation, delivery and payment therefor of legal consideration in excess of the aggregate par value of the Shares issued, such Shares will be validly issued, fully paid and nonassessable securities of the Company.

With your consent, we have assumed for purposes of the opinion paragraph above that: (i) some of the Shares will be delivered through the Depository Trust Company's automated system for deposits and withdrawals of securities, (ii) the issuance of the Shares will be recorded in the books of the Company, and (iii) the Company will comply with all applicable notice requirements of Section 151 of the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of federal securities laws. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

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 Amgen Inc. Amended and Restated 1991 Equity Incentive Plan, 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