SEC Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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FORM 4

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

1. Name and Address of Reporting Person* REESE DAVID M	2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) ONE AMGEN CENTER DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2021	X Officer (give title Other (specify below) EVP, Research and Development
(Street) THOUSAND OAKS	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip) Table I - Non-D	erivative Securities Acquired, Disposed of, or Bene	

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)		(1130.4)
Common Stock	02/16/2021		М		2,300	A	\$54.69	42,059	D	
Common Stock	02/16/2021		F		1,147	D	\$237.21	40,912(1)(2)(3)	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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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				
Nqso (Right to Buy)	\$54.69	02/16/2021		М			2,300	04/25/2013	04/25/2021	Common Stock	2,300	\$0	0	D	

Explanation of Responses:

1. Non-market exercise of 2,300 stock options expiring April 25, 2021 wherein 1,147 shares issuable pursuant to the exercise of these options were withheld by the Company to cover the option exercise price and tax withholding, with the remaining shares delivered to the reporting person.

2. These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 1,673 RSUs which vest on 5/1/2021; 335 RSUs which vest on 5/1/2021; 680 RSUs which vest in installments of 335 on 4/27/2021 and 345 on 4/27/2021 and 345 on 4/27/2022; 8,597 RSUs which vest in installments of 4,234 on 11/2/2021 and 4,363 on 11/2/2022; 4,511 RSUs which will vest in installments of 1,488 on 5/3/2021, 1,489 on 5/3/2022 and 1,534 on 5/3/2023, and 3,469 RSUs which vest in installments of 1,144 on 5/5/2022, 1,145 on 5/5/2023 and 1,180 on 5/3/2024. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

3. These shares include 1,152 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. Amended and Restated 2009 Equity Incentive Plan and subject to a qualifying dividend reinvestment plan. DEs are credited to 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.

/s/ David M. Reese

02/16/2021

** 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.

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