

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE TO/A (RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)

AMGEN INC.

(Name of Subject Company (Issuer))

AMGEN INC.

(Name of Filing Person (Issuer))

Liquid Yield Option Notes due 2032 (Zero Coupon—Senior) (Title of Class of Securities)

031162 AC4 and 031162 AE0

(CUSIP Number of Class of Securities)

David J. Scott, Esq.
Senior Vice President, General Counsel
and Secretary
One Amgen Center Drive
Thousand Oaks, California 91320-1799
(805) 447-1000

(Name, address and telephone number of person authorized to receive notices and communications
on behalf of filing person)

with copy to:
Tracy Edmonson, Esq.
Brian Cartwright, Esq.
Latham & Watkins LLP
505 Montgomery Street, Suite 2000
San Francisco, CA 94111-2562
(415) 391-0600

CALCULATION OF FILING FEE

Transaction Valuation*: \$2,917,472,061

Amount of Filing Fee** \$343,386

* Calculated solely for purposes of determining the filing fee. The purchase price of the Liquid Yield Option Notes due 2032 (Zero Coupon—Senior) (the "Securities"), as described herein, is \$738.68 per \$1,000 principal amount at maturity outstanding. As of January 31, 2005, there was \$3,949,575,000 in aggregate principal amount at maturity of Securities outstanding, resulting in an aggregate maximum purchase price of \$2,917,472,061.

** Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable

Filing Party: Not applicable

Form or Registration No.: Not applicable

Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

third-party tender offer subject to Rule 14d-1.

going-private transaction subject to Rule 13e-3.

issuer tender offer subject to Rule 13e-4.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 3 to Schedule TO-I (this "**Amendment**") amends and supplements the Tender Offer Statement on Schedule TO-I filed by Amgen Inc. (the "**Company**") on January 31, 2005, as amended on February 14, 2005 and February 22, 2005 (the "**Schedule TO-I**"). This Amendment relates to the right of each holder (a "**Holder**") of the Company's Liquid Yield Option Notes due 2032 (the "**Securities**") to sell, and the obligation of the Company to purchase, the Securities, as set forth in the Company Notice, dated January 31, 2005 (the "**Company Notice**"), and the related notice materials filed as exhibits to the Schedule TO-I (which Company Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the "**Put Option**"). The Company Notice and related notice materials are incorporated by reference in this Amendment. This Amendment amends and supplements the Schedule TO-I as set forth below and is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

The Put Option expired at 5:00 p.m., New York City time, on March 1, 2005. The Company has been advised by LaSalle Bank National Association, as paying agent (the "**Paying Agent**"), that, pursuant to the terms of the Put Option, Securities with an aggregate principal amount at maturity of approximately \$1.59 billion were validly surrendered and not withdrawn prior to the expiration of the Put Option. The Company has accepted for purchase all of the Securities validly surrendered and not withdrawn. The purchase price for the Securities pursuant to the Put Option was \$738.68 in cash per \$1,000 principal amount at maturity. Accordingly, the aggregate purchase price for all the Securities validly surrendered and not withdrawn prior to the expiration of the Put Option was approximately \$1.17 billion. The Company has forwarded cash in payment of the purchase price to the Paying Agent to distribute to the Holders. After the purchase pursuant to the Put Option, approximately \$2.36 billion principal amount at maturity of the Securities remains outstanding.

Items 1 through 11.

Not applicable.

Item 12. Exhibits.

Item 12 of the Schedule TO-I is hereby amended and supplemented by adding the following exhibit:

(a)(5)(C) Press release issued by the Company on March 2, 2005.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AMGEN INC.

By: _____ /s/ **DAVID J. SCOTT**
David J. Scott
Senior Vice President,
General Counsel and Secretary

Dated: March 2, 2005

EXHIBIT INDEX

- (a)(1)(A) Company Notice to Holders of Liquid Yield Option Notes due 2032, dated January 31, 2005, as amended.*
- (a)(1)(B) Form of Substitute Form W-9.*
- (a)(5) Press release issued by the Company on January 31, 2005.*
- (a)(5)(B) Press release issued by the Company on February 22, 2005.*
- (a)(5)(C) Press release issued by the Company on March 2, 2005.
- (b) Not applicable.
- (d) Indenture, dated as of March 1, 2002, between the Company, as issuer, and LaSalle Bank National Association, as Trustee, incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2002.*
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

**AMGEN ANNOUNCES RESULTS OF ITS REPURCHASE OF
TENDERED LIQUID YIELD OPTION NOTES DUE 2032**

THOUSAND OAKS, Calif, March 2, 2005—Amgen Inc. (Nasdaq:AMGN), the world's largest biotechnology company, today announced the results of its offer to purchase its Liquid Yield Option Notes (Zero Coupon—Senior) due 2032 (the "**LYONs**") pursuant to the terms thereof. The holders' option to surrender their LYONs for repurchase expired at 5:00 pm, EST, on March 1, 2005.

Amgen has been advised by the paying agent, LaSalle Bank National Association, that approximately \$1.59 billion in aggregate principal amount at maturity of LYONs were validly surrendered for purchase and not withdrawn and Amgen has purchased all such LYONs. This leaves approximately \$2.36 billion in aggregate principal amount outstanding. The purchase price for the LYONs was \$738.68 in cash per \$1,000 in principal amount at maturity. The aggregate purchase price for all the LYONs validly surrendered for purchase and not withdrawn was approximately \$1.17 billion. Amgen has paid the aggregate purchase price in cash from existing cash balances.

About Amgen

Amgen is a global biotechnology company that discovers, develops, manufactures and markets important human therapeutics based on advances in cellular and molecular biology.

Forward-Looking Statements

This news release contains forward-looking statements that involve significant risks and uncertainties, including those discussed below and others that can be found in our Form 10-K for the year ended December 31, 2003, and in our periodic reports on Form 10-Q and Form 8-K. Amgen is providing this information as of the date of this news release and does not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

No forward-looking statement can be guaranteed and actual results may differ materially from those we project. Amgen's results may be affected by our ability to successfully market both new and existing products domestically and internationally, sales growth of recently launched products, difficulties or delays in manufacturing our products, and regulatory developments (domestic or foreign) involving current and future products and manufacturing facilities. In addition, sales of our products are affected by reimbursement policies imposed by first party payors, including governments, private insurance plans and managed care providers, and may be affected by domestic and international trends toward managed care and healthcare cost containment, as well as possible US legislation affecting pharmaceutical pricing and reimbursement. Government regulations and reimbursement policies may affect the development, usage and pricing of our products. Furthermore, our research, testing, pricing, marketing and other operations are subject to extensive regulation by domestic and foreign government regulatory authorities. We, or others could identify side effects or manufacturing problems with our products after they are on the market. In addition, we compete with other companies with respect to some of our marketed products as well as for the discovery and development of new products. Discovery or identification of new product candidates cannot be guaranteed and movement from concept to product is uncertain; consequently, there can be no guarantee that any particular product candidate will be successful and become a commercial product. In addition, while we routinely obtain patents for our products and technology, the protection offered by our patents and patent applications may be challenged, invalidated or circumvented by our competitors. Further, some raw materials, medical devices, and component parts for our products are supplied by sole first party suppliers.

CONTACT: Amgen, Thousand Oaks
Christine Cassiano, 805-447-4587 (media)
Arvind Sood, 805-447-1060 (investors)