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	5
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 2225 0207

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	hours per response:	0.5
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	ss of Reporting Person RANKLIN P J		2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN]		tionship of Reporting Per all applicable) Director	son(s) to Issuer 10% Owner
(Last) ONE AMGEN	(First) CENTER DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2005		Officer (give title below)	Other (specify below)
(Street) THOUSAND OAKS	CA	91320-1799	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More that Person	orting 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)			4. Securities / Disposed Of (Securities Beneficially	Form: Direct (D) or Indirect	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	01/10/2005		М		18,400	Α	\$7.6719	898,622 ⁽¹⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	\$7.6719	01/10/2005		М			18,400	01/27/1995	01/27/2005	Common Stock	18,400	\$0	0	D	

Explanation of Responses:

1. (FPJ 01.10.05) Does not include (i) 634,400 shares held as indirect ownership by Asset Management Partners (the "Partnership") for which the reporting person is a general partner, (ii) 4 units contractual contingent payment rights held as indirect ownership by the Partnership arising from the purchase by Amgen Inc. of two Class A interests of Amgen Clinical Partners, L.P., and (iii) 822,888 shares held as indirect ownership by reporting person's spouse. The reporting person disclaims beneficial ownership of the securities held by the Partnership and the securities held by the reporting person's spouse and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 of the Securities Exchange Act of 1934.

/s/ Franklin P. Johnson, Jr.

** Signature of Reporting Person

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.

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.

01/11/2005

Date