| 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 |
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| 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 | | | | | | |
| Estimated average bu | urden | | | | | | |

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| 1. Name and Address of Reporting Person* SCOTT DAVID J | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMGEN INC</u> [AMGN] | (Check | tionship of Reporting Pers all applicable) Director Officer (give title | on(s) to Issuer 10% Owner Other (specify | |
|---|-------------------------|------------|---|------------------------|--|--|--|
| (Last) ONE AMGEN | (First) CENTER DRIVE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/27/2012 | Х | below) SVP, Gen. Counse | 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 Repo Form filed by More thar 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) | 3. Transa Code (8) | | Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) | | (1150.4) |
| Common Stock | 04/27/2012 | | A | | 6,141 ⁽¹⁾ | A | \$ <mark>0</mark> | 97,524 | D | |
| Common Stock | 04/28/2012 | | F | | 666 | D | \$71.64 | 96,858 | D | |
| Common Stock | 04/29/2012 | | F | | 1,331 | D | \$71.64 | 95,527 ⁽²⁾ | 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) | ution Date, Transaction of Expiration Date Amount of Code (Instr. Derivative (Month/Day/Year) Securities | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | on of tr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | Transaction Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 | | Expiration Date | | Expiration Date | | nt of ties ying tive ty (Instr. 3 | 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 | | | | | | | | | |

Explanation of Responses:

1. The Restricted Stock Units (RSUs) were granted pursuant to the Amgen Inc. 2009 Equity Incentive Plan and vest in three annual installments of 33%, 33% and 34% on 4/27/2014, 4/27/2015 and 4/27/2016, respectively.

2. These shares include the following 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; 2,901 RSUs which fully vest on 12/31/2014; 11,200 RSUs which vest in two equal installments of 3,696 each on 4/25/2013 and 4/25/2014 and one installment of 3,808 on 4/25/2015; and 6,141 RSUs which vest in three installments of 2,026, 2,027 and 2,088 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.

| /s/ David J. Scott | 05/01/2012 |
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** 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.

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.