

AMGEN INC  
Form 4  
April 28, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Michael A Kelly

(Last) (First) (Middle)

ONE AMGEN CENTER DRIVE

(Street)

THOUSAND  
OAKS, CA 91320-1799

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AMGEN INC [AMGN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/26/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

VP Finance & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	04/26/2010		A	(A) Code V Amount (D) Price 1,314 (1)	\$ 0 15,057	D	
Common Stock	04/26/2010		A	25,000 (2)	\$ 0 40,057 (3)	D	
Common Stock					174.2649 (4)	I	401(k) Plan
Common Stock					50	I	Michael & Bonnie Kelly Family

Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Nqso (Right to Buy)	\$ 58.43	04/26/2010		A	9,200	04/26/2011 <sup>(5)</sup> 04/26/2020	Common Stock	9,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Michael A Kelly ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799			VP Finance & CAO	

## Signatures

/s/ Michael A.  
Kelly 04/27/2010

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

The Restricted Stock Units (RSUs) were granted pursuant to the Company's 2009 Equity Incentive Plan and vest in four equal annual installments of 25% each commencing April 26, 2011. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

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- (2) The RSUs were granted pursuant to the Company's 2009 Equity Incentive Plan and vest in two equal installments of 12,500 each on December 31, 2010 and June 30, 2013. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

These shares include the following RSUs granted under the Company's equity plans: 5,000 RSUs which vest in two equal annual installments of 2,500 each commencing 7/31/2010; 1,715 RSUs which vest in three annual installments of 571 shares on 4/29/2011 and 572 shares on each of 4/29/2010 and 4/29/2012; 1,257 RSUs which vest in four annual installments of 314 shares on each of 4/28/2010, 4/28/2011 and 4/28/2012 and 315 shares on 4/28/2013; 1,314 RSUs which vest in four annual installments of 328 shares on 4/26/2011 and 4/26/2013 and 329 shares on 4/26/2012 and 4/26/2014; and 25,000 RSUs which vest in two equal installments of 12,500 each on 12/31/10 and 6/30/13. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

- (3) 4/28/2011 and 4/28/2012 and 315 shares on 4/28/2013; 1,314 RSUs which vest in four annual installments of 328 shares on 4/26/2011 and 4/26/2013 and 329 shares on 4/26/2012 and 4/26/2014; and 25,000 RSUs which vest in two equal installments of 12,500 each on 12/31/10 and 6/30/13. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.
- (4) These are shares acquired under the Company's 401(k) Plan and represent interests in the Company's stock fund as of the date of this filing.
- (5) These options are exercisable in four equal annual installments of 25% each commencing 04/26/2011.

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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