

AMGEN INC
Form 4
October 27, 2004

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 *
FRITZKY EDWARD V

(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)
10/26/2004

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/26/2004		M	108,000 A \$ 31.07	347,225 ⁽¹⁾	D	
Common Stock	10/26/2004		M	104,000 A \$ 28.52	451,225 ⁽¹⁾	D	
Common Stock	10/26/2004		G	V 4,640 D \$ 0	446,585 ⁽¹⁾	D	
Common Stock	10/26/2004		S	5,000 D \$ 53.48	441,585 ⁽¹⁾	D	
Common Stock	10/26/2004		S	50,000 D \$ 53.6118	391,585 ⁽¹⁾	D	

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Common Stock	10/26/2004	S	20,000	D	\$ 53.6135	371,585 ⁽¹⁾	D
Common Stock	10/26/2004	S	25,000	D	\$ 53.62	346,585 ⁽¹⁾	D
Common Stock	10/26/2004	S	25,000	D	\$ 54.1679	321,585 ⁽¹⁾	D
Common Stock	10/26/2004	S	24,360	D	\$ 54.2141	297,225 ⁽¹⁾	D
Common Stock	10/26/2004	S	3,000	D	\$ 54.4	294,225 ⁽¹⁾	D
Common Stock	10/26/2004	S	25,000	D	\$ 54.44	269,225 ⁽¹⁾	D
Common Stock	10/26/2004	S	5,000	D	\$ 54.47	264,225 ⁽¹⁾	D
Common Stock	10/26/2004	W	25,000	D	\$ 54.5138	239,225 ⁽¹⁾	D

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

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 control number.

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
NQSO (Right to Buy)	\$ 28.52	10/26/2004		M	104,000	07/15/2002	04/20/2011	Common Stock	104,000
NQSO (Right to Buy)	\$ 31.07	10/26/2004		M	108,000	07/15/2002	02/17/2010	Common Stock	108,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

FRITZKY EDWARD V
ONE AMGEN CENTER DRIVE X
THOUSAND OAKS, CA 91320-1799

Signatures

/s/ Fritzky
Edward V 10/26/2004

**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).
- (1) (EVF 7.15.04) Does not include (i) 528 shares indirectly held by report person's son, (ii) 528 shares indirectly held by reporting person's daughter, and (iii) 5,739 shares indirectly held by reporting person's 401(K) Plan.

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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