

AMGEN INC
Form 4
September 05, 2013

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 *
Balachandran Madhavan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

ONE AMGEN CENTER DRIVE

09/04/2013

EVP, Operations

(Street)

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

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

THOUSAND
OAKS, CA 91320-1799

(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. 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/04/2013		M	A	\$ 58.43	59,133	D
Common Stock	09/04/2013		G ⁽¹⁾	V	\$ 0	52,851	I
Common Stock	09/04/2013		G ⁽¹⁾	V	\$ 0	41,133 ⁽²⁾ ⁽³⁾	D
Common Stock	09/04/2013		S	D	\$ 112.7649 ⁽⁴⁾	34,851	I
							By Family Trust

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

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SEC 1474
(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	09/04/2013		M	18,000	04/26/2011 04/26/2020	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Balachandran Madhavan ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799			EVP, Operations	

Signatures

/s/ Madhavan
Balachandran

09/05/2013

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) These shares are being transferred to the reporting person's Family Trust.

(2) These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 875 RSUs which fully vest on 4/26/2014; 3,015 RSUs which vest in one installment of 1,485 on 4/25/2014 and one installment of 1,530 on 4/25/2015; 2,512 RSUs which vest in three installments of 828, 829 and 855 on 4/27/2014, 4/27/2015 and 4/27/2016, respectively; 26,634 RSUs which vest in two equal installments of 8,789 each on 7/31/2014 and 7/31/2015 and one installment of 9,056 on 7/31/2016; and 7,477 RSUs which vest in two equal installments of 2,467 each on 1/28/2015 and 1/28/2016 and one installment of 2,543 on 1/28/2017. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

(3)

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These shares include 620 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. Amended and Restated 2009 Equity Incentive Plan and subject to a qualifying dividend reinvestment plan. DEs are credited on the reporting person's unvested RSUs and are paid out in shares of the Company's common stock on a one-to-one basis according to the vesting schedule, along with a cash payment for any remaining fractional share amount.

- (4) The price reported is an average price. The prices ranged from \$112.66 to \$112.90 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC, the issuer or a security holder of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.