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AMGEN INC
Form 424B3
June 19, 2002

Filed pursuant to Rule 424(b)(3)
Registration No. 333-88834

Prospectus Supplement No. 2 dated June 19, 2002
(To Prospectus dated May 31, 2002)

\$3,950,000,000
Amgen Inc.
Liquid Yield Option(TM) Notes due 2032
(Zero Coupon--Senior)
and Shares of Common Stock Issuable Upon Conversion
of the Liquid Yield Option(TM) Notes

This document supplements the prospectus dated May 31, 2002, as amended and supplemented through the date hereof, relating to the resale by the holders of Liquid Yield Option(TM) Notes (Zero Coupon--Senior) (the "LYONs") due March 1, 2032 and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 31, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The table presented below sets forth information as of the date of this prospectus supplement about the principal amount at maturity of the LYONs and the underlying common stock beneficially owned by each selling security holder that may be offered using the prospectus. All of the information set forth in the table has been provided by the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. However, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes.

The table of selling security holders contained on pages 42-45 of the prospectus dated May 31, 2002 is hereby amended and replaced by the table set forth below.

| Name | Principal Amount of LYONs Beneficially Owned and Offered | Shares of Common Stock Beneficially Owned | Common Stock Offered/(1)/ | LYONs Owned After Completion of Offering/(2)/ | C of |
|--------------------------------------|--|---|---------------------------|---|------|
| 02 Convertible Master Fund, Ltd..... | 22,712,000 | 201,230.6 | 201,230.6 | -0- | |
| 02 Mac 13 Ltd..... | 5,521,000 | 48,916.6 | 48,916.6 | -0- | |
| 02 Master Fund, Ltd... | 247,824,000 | 2,195,745.4 | 2,195,745.4 | -0- | |

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|--|-----------------|----------------|----------------|
| 1976 Distribution Trust FBO A.R. Lauder / Zinterhofer | 18,000 | 159.5 | 159.5 |
| 1976 Distribution Trust FBO Jane A. Lauder..... | 35,000 | 310.1 | 310.1 |
| 2000 Revocable Trust FBO A.R. Lauder / Zinterhofer | 18,000 | 159.5 | 159.5 |
| Absolute Return Fund Ltd. | 5,941,000 | 52,637.9 | 52,637.9 |
| Advent Convertible Master Cayman L.P. | 6,242,000 | 55,304.7 | 55,304.7 |
| Aid Association for Lutherans, as successor to Lutheran Brotherhood | 11,000,000 | 97,461.1 | 97,461.1 |
| Akela Capital Master Fund, LLC..... | 2,000,000 | 17,720.2 | 17,720.2 |
| Allentown City Firefighters Pension Plan... | 62,000 | 549.3 | 549.3 |
| Allentown City Officers & Employees Pension Fund..... | 45,000 | 398.7 | 398.7 |
| Allentown City Police Pension Plan..... | 74,000 | 655.7 | 655.7 |
| Allgemeine Pensionskasse der Swissair Group..... | 1,200,000 | 10,632.1 | 10,632.1 |
| Allstate Insurance Company..... | 21,900,000/(4)/ | 478,336.2/(4)/ | 194,036.2/(4)/ |
| Allstate Life Insurance Company..... | 21,900,000/(4)/ | 478,336.2/(4)/ | 194,036.2/(4)/ |
| Alpha US Sub Fund 4, LLC..... | 675,000 | 5,980.6 | 5,980.6 |
| Alpha U.S. Sub Fund VIII, LLC..... | 2,300,000 | 20,378.2 | 20,378.2 |
| American Motorist Insurance Company..... | 1,396,000 | 12,368.7 | 12,368.7 |
| Amerisure Mutual Insurance Company..... | 975,000 | 8,638.6 | 8,638.6 |
| Arapahoe County Colorado..... | 135,000 | 1,196.1 | 1,196.1 |

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|--|-----------|----------|----------|-----|---|------|
| Argent Classic Convertible Arbitrage Fund L.P..... | 4,500,000 | 39,870.5 | 39,870.5 | -0- | - | None |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd..... | 6,000,000 | 53,160.6 | 53,160.6 | -0- | - | None |

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|--|------------|-----------|-----------|-----|---|------|
| Argent LowLev Convertible Arbitrage Fund Ltd | 13,500,000 | 119,611.4 | 119,611.4 | -0- | - | None |
| Aristeia International Limited | 26,950,000 | 238,779.7 | 238,779.7 | -0- | - | None |
| Aristeia Trading LLC..... | 8,050,000 | 71,323.8 | 71,323.8 | -0- | - | None |
| Arlington County Employees Retirement System..... | 1,470,000 | 13,024.4 | 13,024.4 | -0- | - | None |
| Associated Electric & Gas Insurance Services Limited | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| Auspicias Ltd..... | 430,000 | 3,809.9 | 3,809.9 | -0- | - | None |
| Banc of America Securities LLC..... | 21,281,000 | 188,551.8 | 188,551.8 | -0- | - | None |
| Bank Austria Cayman Islands, Ltd..... | 4,500,000 | 39,870.5 | 39,870.5 | -0- | - | None |
| Bank of America Pension Plan..... | 2,500,000 | 22,150.3 | 22,150.3 | -0- | - | None |
| Bank von Ernst & Cie AG..... | 150,000 | 1,329.0 | 1,329.0 | -0- | - | None |
| Barclays Global Investors Ltd. | 1,500,000 | 13,290.2 | 13,290.2 | -0- | - | None |
| Beamtenversicherung-skasse des Kantons Zurich..... | 10,900,000 | 96,575.1 | 96,575.1 | -0- | - | None |
| Bear Stearns International Limited..... | 21,835,000 | 193,460.3 | 193,460.3 | -0- | - | None |
| Bear, Stearns & Co. Inc..... | 9,500,000 | 84,171.0 | 84,171.0 | -0- | - | None |
| BGI Global Investors c/o Forest Investment Mngt. L.L.C. | 685,000 | 6,069.2 | 6,069.2 | -0- | - | None |
| Black Diamond Capital I, Ltd..... | 2,432,000 | 21,547.8 | 21,547.8 | -0- | - | None |
| Black Diamond Convertible Offshore LDC..... | 15,296,000 | 135,524.1 | 135,524.1 | -0- | - | None |
| Black Diamond Offshore Ltd..... | 8,647,000 | 76,613.3 | 76,613.3 | -0- | - | None |

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|---|--|---------|---------|---------|-----|--|
| British Virgin Islands Social Security Board..... | | 196,000 | 1,736.6 | 1,736.6 | -0- | |
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|--|-------------|-------------|-------------|-----|
| Canyon Capital Arbitrage Masterfund, Ltd... | 3,750,000 | 33,225.4 | 33,225.4 | -0- |
| Canyon Mac 18, Ltd. (RMF)..... | 625,000 | 5,537.6 | 5,537.6 | -0- |
| Canyon Value Realization Fund (Cayman), Ltd..... | 5,625,000 | 49,838.1 | 49,838.1 | -0- |
| Canyon Value Realization Fund, L.P..... | 2,500,000 | 22,150.3 | 22,150.3 | -0- |
| CDC Financial Products, Inc. | 20,000,000 | 177,202.0 | 177,202.0 | -0- |
| CDC Ixis Paris..... | 20,000,000 | 177,202.0 | 177,202.0 | -0- |
| Circlet (IMA) Ltd..... | 1,500,000 | 13,290.2 | 13,290.2 | -0- |
| City of New Orleans..... | 558,000 | 4,943.9 | 4,943.9 | -0- |
| City University of New York..... | 335,000 | 2,968.1 | 2,968.1 | -0- |
| Clinton Convertible Managed Trading Account 1 Limited..... | 4,250,000 | 37,655.4 | 37,655.4 | -0- |
| Clinton Multistrategy Master Fund, Ltd. ... | 18,225,000 | 161,475.3 | 161,475.3 | -0- |
| Clinton Riverside Convertible Portfolio Limited..... | 20,025,000 | 177,423.5 | 177,423.5 | -0- |
| Cobra Master Fund, Ltd..... | 1,500,000 | 13,290.2 | 13,290.2 | -0- |
| Continental Assurance Company on behalf of its Separate Account E | 7,200,000 | 63,792.7 | 63,792.7 | -0- |
| Continental Casualty Company..... | 44,800,000 | 396,932.5 | 396,932.5 | -0- |
| Credit Industriel D'Alsace Et De Lorraine.. | 25,400,000 | 225,046.5 | 225,046.5 | -0- |
| Credit Lyonnais SEC USA..... | 28,000,000 | 248,082.8 | 248,082.8 | -0- |
| Credit Suisse First Boston Europe Ltd..... | 278,650,000 | 2,468,866.9 | 2,468,866.9 | -0- |

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|---|-------------|-------------|-------------|--|
| DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89 | 13,980,000 | 123,864.2 | 123,864.2 | |
| Deephaven Domestic Convertible Trading Ltd..... | 165,850,000 | 1,469,447.6 | 1,469,447.6 | |
| Deeprook & Co..... | 3,000,000 | 26,580.3 | 26,580.3 | |
| Deutsche Bank Securities Inc..... | 349,900,000 | 3,100,149.0 | 3,100,149.0 | |
| DKR Fixed Income Holding Fund Ltd..... | 3,000,000 | 26,580.3 | 26,580.3 | |
| Double Black Diamond Offshore LDC..... | 50,469,000 | 447,160.4 | 447,160.4 | |

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|--|------------|-----------|-----------|
| First Union Securities Inc..... | 20,000,000 | 177,202.0 | 177,202.0 |
| Forest Alternative Strategies II..... | 186,000 | 1,648.0 | 1,648.0 |
| Forest Fulcrum Fund L.L.P..... | 2,592,000 | 22,965.4 | 22,965.4 |
| Forest Global Convertible Fund Series A-5.. | 9,682,000 | 85,783.5 | 85,783.5 |
| Franklin and Marshall College..... | 785,000 | 6,955.2 | 6,955.2 |
| Gaia Offshore Master Fund Ltd..... | 6,450,000 | 57,147.6 | 57,147.6 |
| GDO Equity Arbitrage Master Fund..... | 7,500,000 | 66,450.8 | 66,450.8 |
| Gemini Sammel Stiftung Zur Forderung der Personalvorsorge | 450,000 | 3,987.0 | 3,987.0 |
| Georgia Municipal Employee Benefit System.. | 1,500,000 | 13,290.2 | 13,290.2 |
| Global Bermuda Limited Partnership..... | 7,000,000 | 62,020.7 | 62,020.7 |
| GM Employees Global Group Pension Trust.... | 2,000,000 | 17,720.2 | 17,720.2 |
| Goldman Sachs & Co. Profit Sharing Master Trust..... | 5,371,000 | 47,587.6 | 47,587.6 |
| Goldman Sachs and Company..... | 20,460,000 | 181,277.6 | 181,277.6 |

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|---|-------------|-------------|-------------|-----|--------|------|
| The Grable Foundation..... | 261,000 | 2,312.5 | 2,312.5 | -0- | - | None |
| Grady Hospital Foundation.... | 294,000 | 2,604.9 | 2,604.9 | -0- | - | None |
| Granville Capital Corporation..... | 45,000,000 | 398,704.5 | 398,704.5 | -0- | - | None |
| Hamilton Multi-Strategy Master Fund, LP..... | 6,000,000 | 53,160.6 | 53,160.6 | -0- | - | None |
| HBK Master Fund, L.P..... | 17,000,000 | 172,821.7 | 150,621.7 | -0- | 22,200 | None |
| HFR CA Select Fund..... | 700,000 | 6,202.0 | 6,202.0 | -0- | - | None |
| HFR Convertible Arbitrage Account..... | 581,000 | 5,147.7 | 5,147.7 | -0- | - | None |
| Highbridge International LLC..... | 148,150,000 | 1,312,623.8 | 1,312,623.8 | -0- | - | None |
| HSBC Trustee, Zola Managed Trust..... | 400,000 | 3,544.0 | 3,544.0 | -0- | - | None |
| Independence Blue Cross..... | 901,000 | 7,983.0 | 7,983.0 | -0- | - | None |
| ING Convertible Fund..... | 3,960,000 | 35,086.0 | 35,086.0 | -0- | - | None |

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|--|-------------|-------------|-------------|-----|--------|------|
| ING VP Convertible Fund..... | 40,000 | 354.4 | 354.4 | -0- | - | None |
| Jersey (IMA) Ltd..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| JP Morgan Securities Inc..... | 284,000,000 | 2,557,109.4 | 2,516,268.4 | -0- | 40,841 | None |
| KBC Financial Products (Cayman Island) Limited..... | 52,000,000 | 460,725.2 | 460,725.2 | -0- | - | None |
| KBC Financial Products USA Inc..... | 4,480,000 | 39,693.2 | 39,693.2 | -0- | - | None |
| Lakeshore International, Ltd..... | 28,000,000 | 248,082.8 | 248,082.8 | -0- | - | None |
| Lehman Brothers Inc..... | 10,000,000 | 88,601.0 | 88,601.0 | -0- | - | None |
| Lexington (IMA) Limited..... | 10,051,000 | 89,052.9 | 89,052.9 | -0- | - | None |
| Liberty View Fund LLC..... | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | None |
| Liberty View Funds L.P..... | 9,000,000 | 79,740.9 | 79,740.9 | -0- | - | None |
| Liberty View Global Volatility Fund..... | 26,000,000 | 230,362.6 | 230,362.6 | -0- | - | None |
| LLT Limited..... | 685,000 | 6,069.2 | 6,069.2 | -0- | - | None |
| Lyxor..... | 1,185,000 | 10,499.2 | 10,499.2 | -0- | - | None |
| Lyxor Master Fund..... | 1,550,000 | 13,733.2 | 13,733.2 | -0- | - | None |

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|---|------------|-----------|-----------|-----|---|------|
| Lyxor Master Fund c/o Forest Investment Mngt. L.L.C..... | 2,700,000 | 23,922.3 | 23,922.3 | -0- | - | None |
| Lyxor Master Fund, c/o Zola Capital Management, LLC..... | 4,750,000 | 42,085.5 | 42,085.5 | -0- | - | None |
| Lyxor Master Fund Ref: Argent/LowLev CB.... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| Marathon Global Convertible Master Fund, Ltd..... | 11,500,000 | 101,891.2 | 101,891.2 | -0- | - | None |
| McMahan Securities Co. L.P..... | 4,000,000 | 35,440.4 | 35,440.4 | -0- | - | None |
| Merrill Lynch Insurance Group..... | 725,000 | 6,423.6 | 6,423.6 | -0- | - | None |
| Merrill Lynch International Limited..... | 6,000,000 | 232,719.6 | 53,160.6 | -0- | - | None |
| Merrill Lynch, Pierce, Fenner & Smith, Inc..... | 77,983,000 | 690,937.2 | 690,937.2 | -0- | - | None |
| Minnesota Power and Light..... | 171,000 | 1,515.1 | 1,515.1 | -0- | - | None |
| MLQA Convertible Securities Arbitrage, | | | | | | |

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|--|------------|-----------|-----------|-----|
| Ltd. | 20,000,000 | 177,202.0 | 177,202.0 | -0- |
| Morgan Stanley & Co. | 40,000,000 | 354,404.0 | 354,404.0 | -0- |
| Municipal Employees..... | 503,000 | 4,456.6 | 4,456.6 | -0- |
| New Orleans Firefighters Pension / Relief Fund..... | 302,000 | 2,675.8 | 2,675.8 | -0- |
| Nicholas Applegate Investment Grade Convertible..... | 37,000 | 327.8 | 327.8 | -0- |
| NMS Services (Cayman) Inc..... | 50,000,000 | 443,005.0 | 443,005.0 | -0- |
| Occidental Petroleum Corporation..... | 569,000 | 5,041.4 | 5,041.4 | -0- |
| Ohio Bureau of Workers Compensation..... | 389,000 | 3,446.6 | 3,446.6 | -0- |
| Pensionskasse Ciba Specialty Chemicals..... | 1,900,000 | 16,834.2 | 16,834.2 | -0- |
| Pensionskasse der Antalis AG..... | 220,000 | 1,949.2 | 1,949.2 | -0- |
| Pensionskasse der EMS-Chemie AG..... | 270,000 | 2,392.2 | 2,392.2 | -0- |
| Pensionskasse der EMS-Chemie AG Domat..... | 270,000 | 2,392.2 | 2,392.2 | -0- |

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|--|-----------|----------|----------|-----|---|----|
| Pensionskasse der EMS-Dottikon AG | 400,000 | 3,544.0 | 3,544.0 | -0- | - | No |
| Pensionskasse der Lonza AG | 500,000 | 4,430.1 | 4,430.1 | -0- | - | No |
| Pensionskasse der Rockwell Automation AG | 270,000 | 2,392.2 | 2,392.2 | -0- | - | No |
| Pensionskasse Pluss-Staufner AG | 250,000 | 2,215.0 | 2,215.0 | -0- | - | No |
| Pensionskasse Vantico | 380,000 | 3,366.8 | 3,366.8 | -0- | - | No |
| Peoples Benefit Life Insurance Company Teamsters | 7,500,000 | 66,450.8 | 66,450.8 | -0- | - | No |
| Performa Institutional Fund US Dollar Convertible Bond | 150,000 | 1,329.0 | 1,329.0 | -0- | - | No |
| Policeman and Firemen Retirement System of the City of Detroit | 1,380,000 | 12,226.9 | 12,226.9 | -0- | - | No |
| Pro-mutual | 1,654,000 | 14,654.6 | 14,654.6 | -0- | - | No |

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|---|------------|-----------|-----------|-----|---------|----|
| Quattro Fund | 8,910,000 | 78,943.5 | 78,943.5 | -0- | - | No |
| Ram Trading | 7,000,000 | 62,020.7 | 62,020.7 | -0- | - | No |
| Ramius Capital Group | 500,000 | 4,430.1 | 4,430.1 | -0- | - | No |
| Ramius LP | 1,000,000 | 8,860.1 | 8,860.1 | -0- | - | No |
| RBC Capital Services c/o Forest Investment Mngt. L.L.C. | 382,000 | 3,384.6 | 3,384.6 | -0- | - | No |
| RCG Baldwin LP | 1,500,000 | 13,290.2 | 13,290.2 | -0- | - | No |
| RCG Halifax Master Fund, Ltd. | 1,500,000 | 13,290.2 | 13,290.2 | -0- | - | No |
| RCG Latitude Master Fund, Ltd. | 2,500,000 | 22,150.3 | 22,150.3 | -0- | - | No |
| RCG Multi Strategy, LP | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | No |
| Relay 11 Holdings c/o Forest Investment Mngt. L.L.C. | 345,000 | 3,056.7 | 3,056.7 | -0- | - | No |
| Retail Clerks Pension Trust 2 | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | No |
| SAC Capital Associates, LLC | 27,500,000 | 343,652.8 | 243,652.8 | -0- | 100,000 | No |
| Sagamore Hill Hub Fund Ltd. | 30,500,000 | 270,233.1 | 270,233.1 | -0- | - | No |
| Salomon Smith Barney Inc. | 31,836,000 | 282,070.1 | 282,070.1 | -0- | - | No |

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|--|-----------|----------|----------|-----|---|------|
| San Diego County Employees Retirement Association | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | None |
| Serena Limited | 2,080,000 | 18,429.0 | 18,429.0 | -0- | - | None |
| Shell Pension Trust | 871,000 | 7,717.2 | 7,717.2 | -0- | - | None |
| St. Albans Partners Ltd. ... | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | None |
| State of Maryland Retirement Agency | 7,078,000 | 62,711.8 | 62,711.8 | -0- | - | None |
| State of Mississippi | | | | | | |

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| Health Care Trust Fund ... | 825,000 | 7,309.6 | 7,309.6 | -0- | - | None |
| State Street Bank Custodian for GE Pension Trust | 6,405,000 | 56,748.9 | 56,748.9 | -0- | - | None |
| Susquehanna Capital Group | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | None |
| Sylvan (IMA) Ltd. c/o Forest Investment Mngt. L.L.C. | 1,520,000 | 13,467.4 | 13,467.4 | -0- | - | None |
| Tag Associates | 151,000 | 1,337.9 | 1,337.9 | -0- | - | None |
| TD Securities (USA) Inc. ... | 65,000,000 | 575,906.5 | 575,906.5 | -0- | - | None |
| Teachers Insurance & Annuity Association | 16,000,000 | 141,761.6 | 141,761.6 | -0- | - | None |
| TQA Master Fund, Ltd. | 7,000,000 | 62,020.7 | 62,020.7 | -0- | - | None |
| TQA Master Plus Fund, Ltd. | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| Tribeca Investments, LLC | 60,000,000 | 531,606.0 | 531,606.0 | -0- | - | None |
| Trustmark Insurance | 760,000 | 6,733.7 | 6,733.7 | -0- | - | None |
| UBS AG London | 144,000,000 | 1,275,854.4 | 1,275,854.4 | -0- | - | None |
| UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio | 750,000 | 6,645.1 | 6,645.1 | -0- | - | None |
| UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd. | 35,000,000 | 310,103.5 | 310,103.5 | -0- | - | None |
| 9 | | | | | | |
| UBS Warburg LLC | 24,060,000 | 213,174.0 | 213,174.0 | -0- | - | None |
| UFJ Investments Asia Ltd | 25,000,000 | 221,502.5 | 221,502.5 | -0- | - | None |
| US Bancorp Piper Jaffray | 5,707,000 | 50,564.6 | 50,564.6 | -0- | - | None |
| Von Ernst Global Portfolio - Convertible Bond Fund | 1,300,000 | 11,518.1 | 11,518.1 | -0- | - | None |
| Wachovia Bank National Association | 20,000,000 | 177,202.0 | 177,202.0 | -0- | - | None |

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| Wachovia Securities International Ltd. | 31,000,000 | 274,663.1 | 274,663.1 | -0- | - | None |
| White River Securities LLC | 9,500,000 | 84,171.0 | 84,171.0 | -0- | - | None |
| Worldwide Transactions Ltd. | 2,156,000 | 19,102.4 | 19,102.4 | -0- | - | None |
| Yield Strategies Fund I, L.P. | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | None |
| Yield Strategies Fund II, L.P. | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | None |
| Zazove Convertible Arbitrage Fund L.P. | 500,000 | 4,430.1 | 4,430.1 | -0- | - | None |
| Zazove Hedged Convertible Fund L.P. | 2,800,000 | 24,808.3 | 24,808.3 | -0- | - | None |
| Zazove Income Fund L.P. | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | None |
| Zola Partners, L.P. | 7,250,000 | 64,235.7 | 64,235.7 | -0- | - | None |
| Zurich Institutional Benchmark Management c/o Quattro Fund | 3,590,000 | 31,807.8 | 31,807.8 | -0- | - | None |
| Zurich Institutional Benchmarks Master Fund Ltd. | 2,800,000 | 24,808.3 | 24,808.3 | -0- | - | None |
| Zurich Master Hedge Fund c/o Forest Investments Mngt. L.L.C. | 1,223,000 | 10,835.9 | 10,835.9 | -0- | - | None |
| Other | 780,677,000 | 6,916,874.9 | 6,916,874.9 | -0- | - | None |

- (1) Represents shares of common stock issuable upon conversion of LYONs that are beneficially owned and offered by the selling security holder.
- (2) Assumes that all of the LYONs and/or all of the common stock into which the LYONs are convertible are sold.
- (3) Includes any position, office or other material relationship which the selling security holder has had within the past three years with Amgen or any of its predecessors or affiliates.

- (4) Allstate Insurance Company and Allstate Life Insurance Company are affiliated entities. Allstate Insurance Company is the record owner of \$4,000,000 principal amount of LYONs and Allstate Life Insurance Company is the record owner of \$17,900,000 principal amount of LYONs. Aside from the LYONs and the common stock into which the LYONs are

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convertible, Allstate Insurance Company is the record owner of 180,300 shares of our common stock and Allstate Insurance Company and its affiliates beneficially own an aggregate of 284,300 shares of our common stock.

See "Risk Factors" section beginning on page 8 of the prospectus to read about factors you should consider before purchasing the LYONs or our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 19, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.