

AMGEN INC
Form 4
January 31, 2012

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 *
RICHO ANNA

(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)
01/27/2012

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)
SVP & CCO

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 | | | 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) | |
|---------------------------------|--------------------------------------|--|---------------------|---|--------|---|---|--|-----------------------------------|-----|
| | | | Code | V | Amount | | | | | (D) |
| Common Stock | 01/27/2012 | | M | | 8,571 | A | \$ 58.61 | 45,420 | D | |
| Common Stock | 01/27/2012 | | M | | 1,598 | A | \$ 62.55 | 47,018 | D | |
| Common Stock | 01/27/2012 | | M | | 10,902 | A | \$ 62.55 | 57,920 | D | |
| Common Stock | 01/27/2012 | | M | | 15,375 | A | \$ 62.63 | 73,295 | D | |
| Common Stock | 01/27/2012 | | M | | 10,000 | A | \$ 58.43 | 83,295 | D | |

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| | | | | | | | | | | |
|--------------|------------|---|---|----------------------|---|-----------------------------|------------|-----------------------|---|--|
| Common Stock | 01/27/2012 | G | V | <u>46,446</u> (1) | D | \$ 0 | 36,849 | <u>(2)</u> <u>(3)</u> | D | |
| Common Stock | 01/27/2012 | G | V | <u>46,446</u> (1) | A | \$ 0 | 50,189 | | I | The Nicholas A. Moore and Anna S. Richo Family Trust |
| Common Stock | 01/27/2012 | S | | 45,446 | D | \$ <u>68.4679</u> (4) | 4,743 | | I | The Nicholas A. Moore and Anna S. Richo Family Trust |
| Common Stock | | | | | | | 2,174.8199 | | I | 401(k) Plan |
| | | | | | | | <u>(5)</u> | | | |

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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Nqso (Right to Buy) | \$ 58.61 | 01/27/2012 | | M | 8,571 | 03/15/2006 03/15/2012 | Common Stock 8,571 |
| Iso (Right to Buy) | \$ 62.55 | 01/27/2012 | | M | 1,598 | 04/26/2008 04/26/2014 | Common Stock 1,598 |
| Nqso (Right to Buy) | \$ 62.55 | 01/27/2012 | | M | 10,902 | 04/26/2008 04/26/2014 | Common Stock 10,902 |

| | | | | | | | | |
|------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Nqso (Right to Buy) | \$ 62.63 | 01/27/2012 | M | 15,375 | 07/31/2009 | 07/31/2015 | Common Stock | 15,375 |
| Nqso (Right to Buy) | \$ 58.43 | 01/27/2012 | M | 10,000 | 04/26/2011 | 04/26/2020 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHO ANNA ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | | SVP & CCO | |

Signatures

/s/ Anna S.
Richo

01/30/2012

**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.
These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 843 RSUs which fully vest on 4/29/2012; 2,850 RSUs which vest in two equal annual installments of 1,425 each commencing 4/28/2012; 4,350 RSUs which vest in three equal annual installments of 1,450 each commencing 4/26/2012; 20,000 RSUs which fully vest on 10/28/2013; and 7,500 RSUs which vest in two equal installments of 2,475 each on 4/25/2013 and 4/25/2014 and one installment of 2,550 on 4/25/2015. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.
- (3) These shares include 1,306 shares of common stock acquired under the Company's Employee Stock Purchase Plan.
The price reported is an average price. The prices ranged from \$68.40 to \$68.55 per share. Full information regarding the number of
- (4) shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.
- (5) These are shares acquired under the Company's 401(k) Plan and represent interests in the Company's stock fund as of this filing.

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.