

SCOTT DAVID J
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 *
SCOTT DAVID J

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

01/27/2012

SVP, Gen. Counsel & Secy.

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 01/27/2012 | | M | | | 50,000 | A | \$ 58.61 | 137,190 | D | |
| Common Stock | 01/27/2012 | | M | | | 1,598 | A | \$ 62.55 | 138,788 | D | |
| Common Stock | 01/27/2012 | | M | | | 41,902 | A | \$ 62.55 | 180,690 | D | |
| Common Stock | 01/27/2012 | | M | | | 20,000 | A | \$ 42.13 | 200,690 | D | |
| Common Stock | 01/27/2012 | | S | | | 50,000 | D | \$ 68.6536 | 150,690 | D | |

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| | | | | | (1) | | |
|--------------|------------|--|---|--------|-----|-------------------|--------------|
| Common Stock | 01/27/2012 | | S | 43,500 | D | \$ 68.606 (2) | 107,190 D |
| Common Stock | 01/27/2012 | | S | 20,000 | D | \$ 68.5189 (3) | 87,190 D |
| Common Stock | 01/27/2012 | | S | 20,000 | D | \$ 68.68 | 67,190 (4) 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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(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 | 50,000 | 03/15/2006 | 03/15/2012 | Common Stock | 50,000 |
| 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 | 41,902 | 04/26/2008 | 04/26/2014 | Common Stock | 41,902 |
| Nqso (Right to Buy) | \$ 42.13 | 01/27/2012 | | M | 20,000 | 04/29/2009 | 04/29/2015 | Common Stock | 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCOTT DAVID J
ONE AMGEN CENTER DRIVE
THOUSAND OAKS, CA 91320-1799

SVP, Gen. Counsel & Secy.

Signatures

/s/ David J.
Scott

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) The price reported is an average price. The prices ranged from \$68.60 to \$68.67 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 staff, the issuer or a security holder of the issuer.

(2) The price reported is an average price. The prices ranged from \$68.56 to \$68.6450 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 staff, the issuer or a security holder of the issuer.

(3) The price reported is an average price. The prices ranged from \$68.48 to \$68.60 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 staff, the issuer or a security holder of the issuer.

(4) These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 2,850 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; and 11,200 RSUs which vest in two equal installments of 3,696 each on 4/25/2013 and 4/25/2014 and one installment of 3,808 on 4/25/2015. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

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.