

MCNAMEE BRIAN M
Form 4
July 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 *
MCNAMEE BRIAN M

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)
ONE AMGEN CENTER DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Human Resources

THOUSAND
OAKS, CA 91320-1799

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

(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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/27/2012 | | M | | 1,391 A \$ 71.88 | 54,680 | D |
| Common Stock | 07/27/2012 | | M | | 42,109 A \$ 71.88 | 96,789 | D |
| Common Stock | 07/27/2012 | | M | | 1,598 A \$ 62.55 | 98,387 | D |
| Common Stock | 07/27/2012 | | M | | 10,000 A \$ 42.13 | 108,387 | D |
| Common Stock | 07/27/2012 | | M | | 10,000 A \$ 50.44 | 118,387 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|---------------------|----------------|---|
| Common Stock | 07/27/2012 | | M | 20,000 | A | \$ 58.43 | 138,387 | D |
| Common Stock | 07/27/2012 | | S | 85,098 | D | \$ 82.739 (1) | 53,289 | D |
| Common Stock | 07/27/2012 | | S | 500 | D | \$ 81.872 | 52,789 (2) (3) | 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 |
| Iso (Right to Buy) | \$ 71.88 | 07/27/2012 | | M | 1,391 | 04/03/2010 04/03/2013 | Common Stock 1,391 |
| Nqso (Right to Buy) | \$ 71.88 | 07/27/2012 | | M | 42,109 | 04/03/2007 04/03/2013 | Common Stock 42,109 |
| Iso (Right to Buy) | \$ 62.55 | 07/27/2012 | | M | 1,598 | 04/26/2011 04/26/2014 | Common Stock 1,598 |
| Nqso (Right to Buy) | \$ 42.13 | 07/27/2012 | | M | 10,000 | 04/29/2009 04/29/2015 | Common Stock 10,000 |
| Nqso (Right to Buy) | \$ 50.44 | 07/27/2012 | | M | 10,000 | 04/28/2010 04/28/2016 | Common Stock 10,000 |
| Nqso (Right to Buy) | \$ 58.43 | 07/27/2012 | | M | 20,000 | 04/26/2011 04/26/2020 | Common Stock 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCNAMEE BRIAN M ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | | SVP, Human Resources | |

Signatures

/s/ Brian M.
McNamee

07/31/2012

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).
- The price reported is an average price. The prices ranged from \$82.60 to \$82.88 per share. Full information regarding the number of
- (1) 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.
- These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 1,425 RSUs which fully vest on 4/28/2013; 2,900 RSUs which vest in two equal annual installments of 1,450 each commencing 4/26/2013; 22,081 RSUs which
- (2) fully vest on 12/31/2014; 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; and 4,466 RSUs which vest in three installments of 1,473, 1,474 and 1,519 on 4/27/2014, 4/27/2015 and 4/27/2016, respectively. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.
- These shares include 23 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 2009 Equity Incentive Plan and subject to a
- (3) 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.

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.