

AMGEN INC
Form 4
October 25, 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 *
SHARER KEVIN W

(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)
10/24/2012

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)

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 (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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 10/24/2012 | | M | 1,391 A \$ 71.88 | 102,409 | D | |
| Common Stock | 10/24/2012 | | M | 193,609 A \$ 71.88 | 296,018 | D | |
| Common Stock | 10/24/2012 | | G ⁽¹⁾ | V 195,000 A \$ 0 | 268,494 | I | Living Trust |
| Common Stock | 10/24/2012 | | G ⁽¹⁾ | V 195,000 D \$ 0 | 101,018 ⁽²⁾ ₍₃₎ | D | |
| Common Stock | 10/24/2012 | | S | 235,495 D \$ 88.0628 ⁽⁴⁾ | 32,999 | I | Living Trust |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------------------|-------------------|---|----------------|
| Common Stock | 10/24/2012 | S | 27,505 | D | \$ 88.7202 (5) | 5,494 | I | Living Trust |
| Common Stock | | | | | | 4,433.6295 (6) | I | By 401(k) Plan |

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

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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 Number of Shares |
| Iso (Right to Buy) | \$ 71.88 | 10/24/2012 | | M | 1,391 | 04/03/2010 04/03/2013 | Common Stock 1,391 |
| Nqso (Right to Buy) | \$ 71.88 | 10/24/2012 | | M | 193,609 | 04/03/2007 04/03/2013 | Common Stock 193,609 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHARER KEVIN W ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | | X | |

Signatures

/s/ Andrea Robinson, Attorney-in-Fact for Mr. Sharer

10/25/2012

__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 Living Trust.

These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 9,250 RSUs which fully vest on 4/28/2013; 22,750 RSUs which vest in two equal annual installments of 11,375 each commencing 4/26/2013; 60,000 RSUs which vest in two equal installments of 19,800 each on 4/25/2013 and 4/25/2014 and one installment of 20,400 on 4/25/2015; and 8,933 RSUs which vest in three installments of 2,947, 2,948 and 3,038 on 4/27/2014, 4/27/2015 and 4/27/2016, respectively. Vested RSUs are paid in shares of the Company's common stock on a one-to-one basis.

(3) These shares include 85 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 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 \$87.62 to \$88.61 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.

(5) The price reported is an average price. The prices ranged from \$88.62 to \$89.11 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.

(6) 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.

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