

AMGEN INC
Form 4
March 17, 2006

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 *
JOHNSON FRANKLIN P JR

(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)
03/15/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/15/2006 | | A | 1,335 A \$ 0 | 1,335 ⁽¹⁾ | D | |
| Common Stock | 03/15/2006 | | G ⁽²⁾ | V 1,335 D \$ 0 | 0 ⁽¹⁾ | D | |
| Common Stock | | | | | 350,000 | I | By Partnership |
| Common Stock | 03/15/2006 | | G ⁽²⁾ | V 1,335 A \$ 0 | 1,638,296 ⁽¹⁾ ₍₃₎ | I | Revocable Trust |

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| NQSO (Right to Buy) | \$ 74.89 | 03/15/2006 | | A | 5,000 | 03/15/2006 03/15/2013 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSON FRANKLIN P JR
ONE AMGEN CENTER DRIVE
THOUSAND OAKS, CA 91320-1799

X

Signatures

/s/ N. Cris Prince
Attorney-N-Fact

03/17/2006

**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).

- Includes shares equivalent to Restricted Stock Units, which were granted pursuant to the Amgen Inc. Director Equity Incentive Program
- (1) under the Company's Amended and Restricted 1991 Equity Incentive Plan, which were paid in shares of the Company's common stock on a one-to-one basis shortly after vesting, and which were previously identified as Restricted Stock Units on Table 1.
 - (2) These shares are being transferred to the reporting person's trust.

- Amount of securities beneficially owned has been adjusted to reflect Amgen Inc's obligations under the Contractual Contingent Payment
- (3) Right arising from the purchase by Amgen Inc. from the reporting person of Four Class A interests of Amgen Clinical Partners, L.P. terminated on December 31, 2005, with the final quarterly payment be made on February 28, 2006.

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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