

MICROMET, INC.
Form 4
March 07, 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 *
AMGEN INC

(Last) (First) (Middle)

ONE AMGEN CENTER DRIVE,

(Street)

THOUSAND
OAKS, CA 91320-1799

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROMET, INC. [MITI]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	(A) or (D)	Price		
Common Stock	03/06/2012		P		2,170,710 (1) (2)	A	\$ 11 84,684,189	I	By Armstrong Acquisition Corp.
Common Stock	03/07/2012		P		15,951,220 (3)	A	\$ 11 100,635,409	I	By Armstrong Acquisition Corp.
Common Stock	03/07/2012		P		11,181,711 (4)	A	\$ 11 0 (4)	D	

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMGEN INC ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799		X		
Armstrong Acquisition Corp. C/O AMGEN INC. ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799		X		

Signatures

/s/ David J. Scott, Senior Vice President, General Counsel and Secretary on behalf of Amgen Inc. and Armstrong Acquisition Corp.

03/07/2012

__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).

On March 2, 2012, Armstrong Acquisition Corp. ("Purchaser"), a wholly-owned subsidiary of Amgen Inc. ("Amgen"), commenced a subsequent offering period of its tender offer (the "Offer") to acquire all of the outstanding shares of common stock, par value \$0.00004 (1) per share (together with the associated preferred share purchase rights, the "Shares") of Micromet, Inc. ("Micromet") at a purchase price of \$11.00 per Share in cash (the "Offer Price"). The subsequent offering period expired at 12:00 midnight, New York City time, at the end of March 6, 2012.

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(2) Based on the information provided to Amgen by the depositary for the Offer, on March 6, 2012, approximately 1,542,600 Shares subject to guaranteed delivery procedures in the initial offering period, as described in the Offer to Purchase, dated February 2, 2012 (the "Offer to Purchase"), had been validly tendered and accepted for payment and approximately 628,110 Shares had been validly tendered and accepted for payment in the subsequent offering period.

(3) On March 7, 2012, Purchaser exercised its option (the "Top-Up Option") to purchase, at the Offer Price, 15,951,220 Shares (the "Top-Up Shares") from Micromet. The Top-Up Shares, when added to the number of Shares owned by the Purchaser immediately prior to the exercise of the Top-Up Option, resulted in Purchaser owning one Share more than 90% of the Shares of Micromet then outstanding.

(4) On March 7, 2012, following the exercise of the Top-Up Option, Purchaser merged with and into Micromet (the "Merger") under the short-form merger provisions of the General Corporation Law of the State of Delaware, with Micromet continuing as the surviving corporation in the Merger and as a wholly-owned subsidiary of Amgen. At the effective time of the Merger, each Share issued and outstanding immediately prior to the effective time ceased to be issued and outstanding and (other than Shares then owned by Amgen, Micromet or any of their wholly-owned subsidiaries and Shares held by any stockholders who properly demanded appraisal in connection with the Merger) was converted into the right to receive the Offer Price, without interest, less any applicable withholding taxes. At the effective time of the Merger, all outstanding Shares were cancelled and retired and ceased to exist.

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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