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AMGEN INC
 Form 424B3
 December 13, 2002

Filed pursuant to Rule 424(b)(3)
 Registration No. 333-88834

Prospectus Supplement No. 12 dated December 13, 2002
 (To Prospectus dated May 31, 2002)

\$3,950,000,000
 Amgen Inc.
 Liquid Yield Option(TM) Notes due 2032
 (Zero Coupon--Senior)
 and Shares of Common Stock Issuable Upon Conversion
 of the Liquid Yield Option(TM) Notes

This document supplements the prospectus dated May 31, 2002, as amended and supplemented through the date hereof, relating to the resale by the holders of Liquid Yield Option(TM) Notes (Zero Coupon--Senior) (the "LYONs") due March 1, 2032 and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 31, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The table presented below sets forth information as of the date of this prospectus supplement about the principal amount at maturity of the LYONs and the underlying common stock beneficially owned by each selling security holder that may be offered using the prospectus. All of the information set forth in the table has been provided by the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. However, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes.

The table of selling security holders contained on pages 42-45 of the prospectus dated May 31, 2002 is hereby amended and replaced by the table set forth below.

| Name | Principal Amount of LYONs Beneficially Owned and Offered/(1)/ | Shares of Common Stock Beneficially Owned | Common Stock Offered/(2)/ | LYONs Owned After Completion of Offering/(3)/ | of |
|--|---|---|---------------------------|---|----|
| 1976 Distribution Trust FBO A.R.Lauder / Zinterhofer | 18,000 | 159.5 | 159.5 | -0- | |

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|---|-----------------|----------------|----------------|--|--|
| 1976 Distribution Trust FBO Jane A. Lauder..... | 35,000 | 310.1 | 310.1 | | |
| 2000 Revocable Trust FBO A.R. Lauder / Zinterhofer | 18,000 | 159.5 | 159.5 | | |
| ABC Ltd. | 175,000 | 1,550.5 | 1,550.5 | | |
| Absolute Return Fund Ltd. | 5,941,000 | 52,637.9 | 52,637.9 | | |
| Advent Convertible Master Cayman L.P. | 6,242,000 | 55,304.7 | 55,304.7 | | |
| Aid Association for Lutherans, as successor to Lutheran Brotherhood | 11,000,000 | 97,461.1 | 97,461.1 | | |
| Akela Capital Master Fund, LLC..... | 2,000,000 | 17,720.2 | 17,720.2 | | |
| Alembic Inc. | 140,000 | 1,240.4 | 1,240.4 | | |
| Allentown City Firefighters Pension Plan... | 62,000 | 549.3 | 549.3 | | |
| Allentown City Officers & Employees Pension Fund..... | 45,000 | 398.7 | 398.7 | | |
| Allentown City Police Pension Plan..... | 74,000 | 655.7 | 655.7 | | |
| Allgemeine Pensionskasse der Swissair Group..... | 1,200,000 | 10,632.1 | 10,632.1 | | |
| Allstate Insurance Company..... | 21,900,000/(5)/ | 478,336.2/(5)/ | 194,036.2/(5)/ | | |
| Allstate Life Insurance Company..... | 21,900,000/(5)/ | 478,336.2/(5)/ | 194,036.2/(5)/ | | |
| Alpha US Sub Fund 4, LLC..... | 675,000 | 5,980.6 | 5,980.6 | | |
| Alpha U.S. Sub Fund VIII, LLC..... | 2,300,000 | 20,378.2 | 20,378.2 | | |
| American Motorist Insurance Company..... | 1,396,000 | 12,368.7 | 12,368.7 | | |
| Amerisure Mutual Insurance Company..... | 975,000 | 8,638.6 | 8,638.6 | | |
| Arapahoe County Colorado..... | 135,000 | 1,196.1 | 1,196.1 | | |

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|---|-----------|----------|----------|-----|---|------|
| Arbitex Master Fund L.P..... | 8,000,000 | 70,880.8 | 70,880.8 | -0- | - | None |
| Argent Classic Convertible Arbitrage Fund L.P..... | 4,500,000 | 39,870.5 | 39,870.5 | -0- | - | None |
| Argent Classic Convertible Arbitrage Fund (Bermuda) | | | | | | |

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|--|------------|-----------|-----------|-----|---------|------|
| Ltd..... | 6,000,000 | 53,160.6 | 53,160.6 | -0- | - | None |
| Argent LowLev Convertible Arbitrage Fund Ltd | 13,500,000 | 119,611.4 | 119,611.4 | -0- | - | None |
| Aristeia International Limited | 26,950,000 | 238,779.7 | 238,779.7 | -0- | - | None |
| Aristeia Trading LLC..... | 8,050,000 | 71,323.8 | 71,323.8 | -0- | - | None |
| Arlington County Employees Retirement System..... | 1,470,000 | 13,024.4 | 13,024.4 | -0- | - | None |
| Asset Insurance Company Ltd..... | 615,000 | 5,449.0 | 5,449.0 | -0- | - | None |
| Associated Electric & Gas Insurance Services Limited | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| Atlantic Trust Company..... | 4,720,000 | 323,301.7 | 41,819.7 | -0- | 281,482 | None |
| Auspicias Ltd..... | 430,000 | 3,809.9 | 3,809.9 | -0- | - | None |
| Banc of America Securities LLC..... | 21,281,000 | 188,551.8 | 188,551.8 | -0- | - | None |
| Bank Austria AG..... | 240,000 | 2,126.4 | 2,126.4 | -0- | - | None |
| Bank Austria Cayman Islands, Ltd..... | 4,500,000 | 39,870.5 | 39,870.5 | -0- | - | None |
| Bank Hapoalim, B.M..... | 6,000,000 | 53,160.0 | 53,160.6 | -0- | - | None |
| Bank of America Pension Plan..... | 2,500,000 | 22,150.3 | 22,150.3 | -0- | - | None |
| Barclays Global Investors Ltd. | 1,500,000 | 13,290.2 | 13,290.2 | -0- | - | None |
| Bay State Insurance Company Ltd. | 340,000 | 3,012.4 | 3,012.4 | -0- | - | None |
| Beamtenversicherung-skasse des Kantons Zurich..... | 10,900,000 | 96,575.1 | 96,575.1 | -0- | - | None |
| Bear Stearns International Limited..... | 21,835,000 | 193,460.3 | 193,460.3 | -0- | - | None |
| Bear, Stearns & Co. Inc..... | 9,500,000 | 84,171.0 | 84,171.0 | -0- | - | None |
| BGI Global Investors c/o Forest Investment Mngt. L.L.C. | 685,000 | 6,069.2 | 6,069.2 | -0- | - | None |
| Black Diamond Capital I, Ltd..... | 2,432,000 | 21,547.8 | 21,547.8 | -0- | - | None |
| Black Diamond Convertible Offshore LDC..... | 15,296,000 | 135,524.1 | 135,524.1 | -0- | - | None |
| Black Diamond Offshore | | | | | | |

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|----------|-----------|----------|----------|-----|---|------|
| Ltd..... | 8,647,000 | 76,613.3 | 76,613.3 | -0- | - | None |
|----------|-----------|----------|----------|-----|---|------|

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|--|------------|-------------|-----------|-----|--|--|
| British Virgin Islands Social Security Board..... | 196,000 | 1,736.6 | 1,736.6 | -0- | | |
| BT Equity Opportunity | 3,200,000 | 28,352.3 | 28,352.3 | -0- | | |
| BTES-Convertible Arb | 1,000,000 | 8,860.1 | 8,860.1 | -0- | | |
| Canyon Capital Arbitrage Masterfund, Ltd... | 3,750,000 | 33,225.4 | 33,225.4 | -0- | | |
| Canyon Mac 18, Ltd. (RMF)..... | 625,000 | 5,537.6 | 5,537.6 | -0- | | |
| Canyon Value Realization Fund (Cayman), Ltd..... | 5,625,000 | 49,838.1 | 49,838.1 | -0- | | |
| Canyon Value Realization Fund, L.P..... | 2,500,000 | 22,150.3 | 22,150.3 | -0- | | |
| Cater Allen International Limited | 90,000,000 | 1,059,509.0 | 797,409.0 | -0- | | |
| The Captive Fixed Income Fund | 1,110,000 | 9,834.7 | 9,834.7 | -0- | | |
| The Captive Investors Fund | 1,005,000 | 8,904.4 | 8,904.4 | -0- | | |
| CCI Investments Company, Ltd. | 55,000 | 487.3 | 487.3 | -0- | | |
| CDC Financial Products, Inc. | 20,000,000 | 177,202.0 | 177,202.0 | -0- | | |
| CDC Ixis Paris..... | 20,000,000 | 177,202.0 | 177,202.0 | -0- | | |
| Chicago Standard Insurance Company, Ltd. .. | 85,000 | 753.1 | 753.1 | -0- | | |
| Circllet (IMA) Ltd..... | 1,500,000 | 13,290.2 | 13,290.2 | -0- | | |
| CitiSAM Ltd. | 24,700,000 | 218,844.3 | 218,844.3 | -0- | | |
| City of New Orleans..... | 558,000 | 4,943.9 | 4,943.9 | -0- | | |
| City University of New York..... | 335,000 | 2,968.1 | 2,968.1 | -0- | | |
| Clinton Convertible Managed Trading Account 1 Limited..... | 4,250,000 | 37,655.4 | 37,655.4 | -0- | | |
| Clinton Multistrategy Master Fund, Ltd. ... | 18,225,000 | 161,475.3 | 161,475.3 | -0- | | |
| Clinton Riverside Convertible Portfolio Limited..... | 20,025,000 | 177,423.5 | 177,423.5 | -0- | | |
| Cobra Master Fund, Ltd..... | 1,500,000 | 13,290.2 | 13,290.2 | -0- | | |
| Commonwealth Professional Assurance Co. c/o Income Research & Management | 600,000 | 5,316.1 | 5,316.1 | -0- | | |
| Conseco Annuity Assurance | | | | | | |

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|--|-------------|-------------|-------------|-----|--|--|
| Multi Bucket Annuity Convertible Bond Fund | 9,750,000 | 86,386.0 | 86,386.0 | -0- | | |
| Conseco Fund Group Convertible Securities Fund | 250,000 | 2,215.0 | 2,215.0 | -0- | | |
| Continental Assurance Company on behalf of its Separate Account E | 7,200,000 | 63,792.7 | 63,792.7 | -0- | | |
| Continental Casualty Company..... | 44,800,000 | 396,932.5 | 396,932.5 | -0- | | |
| Credit Industriel D'Alsace Et De Lorraine.. | 25,400,000 | 225,046.5 | 225,046.5 | -0- | | |
| Credit Lyonnais SEC USA..... | 28,000,000 | 248,082.8 | 248,082.8 | -0- | | |
| Credit Suisse First Boston Corporation | 2,400,000 | 21,264.2 | 21,264.2 | -0- | | |
| Credit Suisse First Boston Europe Ltd..... | 278,650,000 | 2,468,866.9 | 2,468,866.9 | -0- | | |

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|--|-------------|-------------|-------------|-----|---|------|
| DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89 | 13,980,000 | 123,864.2 | 123,864.2 | -0- | - | None |
| Dcash Convertible..... | 3,300,000 | 29,238.3 | 29,238.3 | -0- | - | None |
| Deephaven Domestic Convertible Trading Ltd..... | 165,850,000 | 1,469,447.6 | 1,469,447.6 | -0- | - | None |
| Deeprook & Co..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| Deutsche Bank AG London..... | 45,000,000 | 398,704.5 | 398,704.5 | -0- | - | None |
| Deutsche Bank Securities Inc..... | 471,600,000 | 4,178,423.2 | 4,178,423.2 | -0- | - | None |
| DKR Fixed Income Holding Fund Ltd..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| D.L. & C. Insurance Company, Limited | 105,000 | 930.3 | 930.3 | -0- | - | None |
| Double Black Diamond Offshore LDC..... | 50,469,000 | 447,160.4 | 447,160.4 | -0- | - | None |
| Dylan (IMA) Ltd..... | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | None |
| Erste Bank der oesterreichischen Sparkassen AG..... | 340,000 | 3,012.4 | 3,012.4 | -0- | - | None |
| Excellus Health Plans c/o Income Research & | | | | | | |

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| Management..... | 2,600,000 | 23,036.3 | 23,036.3 | -0- | - | None |
| First Union Securities Inc..... | 20,000,000 | 177,202.0 | 177,202.0 | -0- | - | None |
| Forest Alternative Strategies II..... | 186,000 | 1,648.0 | 1,648.0 | -0- | - | None |
| Forest Fulcrum Fund L.L.P..... | 2,592,000 | 22,965.4 | 22,965.4 | -0- | - | None |
| Forest Global Convertible Fund Series A-5..... | 9,682,000 | 85,783.5 | 85,783.5 | -0- | - | None |
| Franklin and Marshall College..... | 785,000 | 6,955.2 | 6,955.2 | -0- | - | None |
| Gaia Offshore Master Fund Ltd..... | 6,450,000 | 57,147.6 | 57,147.6 | -0- | - | None |
| GDO Equity Arbitrage Master Fund..... | 7,500,000 | 66,450.8 | 66,450.8 | -0- | - | None |
| Gemini Sammel Stiftung Zur Forderung der Personalvorsorge | 450,000 | 3,987.0 | 3,987.0 | -0- | - | None |
| Georgia Municipal Employee Benefit System..... | 1,500,000 | 13,290.2 | 13,290.2 | -0- | - | None |
| Global Bermuda Limited Partnership..... | 7,000,000 | 62,020.7 | 62,020.7 | -0- | - | None |
| GM Employees Global Group Pension Trust..... | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | None |
| Goldman Sachs & Co. Profit Sharing Master Trust..... | 5,371,000 | 47,587.6 | 47,587.6 | -0- | - | None |
| Goldman Sachs and Company..... | 46,920,000 | 415,715.9 | 415,715.9 | -0- | - | None |

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|---|------------|-------------|-----------|-----|-----------|------|
| Government of Singapore Investment Corporation Pte Ltd..... | 10,000,000 | 1,859,593.0 | 88,601.0 | -0- | 1,770,992 | None |
| The Grable Foundation..... | 261,000 | 2,312.5 | 2,312.5 | -0- | - | None |
| Grady Hospital Foundation.... | 294,000 | 2,604.9 | 2,604.9 | -0- | - | None |
| Granville Capital Corporation..... | 35,000,000 | 310,103.5 | 310,103.5 | -0- | - | None |

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|---|-------------|-------------|-------------|-----|---------|------|
| Great-West Life & Annuity Insurance Company.... | 14,000,000 | 124,041.4 | 124,041.4 | -0- | - | None |
| Gulf International Bank UK Ltd..... | 4,000,000 | 35,440.4 | 35,440.4 | -0- | - | None |
| Hamilton Multi-Strategy Master Fund, LP..... | 6,000,000 | 53,160.6 | 53,160.6 | -0- | - | None |
| Hartford Life Insurance Co..... | 44,721,000 | 602,115.5 | 396,232.5 | -0- | 205,883 | None |
| HBK Master Fund, L.P..... | 17,000,000 | 172,821.7 | 150,621.7 | -0- | 22,200 | None |
| HFR CA Select Fund..... | 700,000 | 6,202.0 | 6,202.0 | -0- | - | None |
| HFR Convertible Arbitrage Account..... | 581,000 | 5,147.7 | 5,147.7 | -0- | - | None |
| Highbridge International LLC..... | 148,150,000 | 1,312,623.8 | 1,312,623.8 | -0- | - | None |
| HSBC Trustee, Zola Managed Trust..... | 400,000 | 3,544.0 | 3,544.0 | -0- | - | None |
| IMF Convertible Fund | 3,800,000 | 33,668.4 | 33,668.4 | -0- | - | None |
| Independence Blue Cross..... | 901,000 | 7,983.0 | 7,983.0 | -0- | - | None |
| ING Convertible Fund..... | 3,960,000 | 35,086.0 | 35,086.0 | -0- | - | None |
| ING VP Convertible Fund..... | 40,000 | 354.4 | 354.4 | -0- | - | None |
| Investcorp SAM Fund Ltd. | 20,400,000 | 180,746.0 | 180,746.0 | -0- | - | None |
| Jefferies & Co. Inc..... | 2,500,000 | 22,150.3 | 22,150.3 | -0- | - | None |
| Jersey (IMA) Ltd..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| JP Morgan Securities Inc..... | 303,500,000 | 3,164,039.4 | 2,689,040.4 | -0- | 474,999 | None |
| Kallista Master Fund Limited | 11,500,000 | 101,891.2 | 101,891.2 | -0- | - | None |
| KBC Financial Products (Cayman Island) Limited..... | 52,000,000 | 460,725.2 | 460,725.2 | -0- | - | None |
| KBC Financial Products USA Inc..... | 4,480,000 | 39,693.2 | 39,693.2 | -0- | - | None |
| Kenwood Insurance Company, Ltd..... | 520,000 | 4,607.3 | 4,607.3 | -0- | - | None |
| Key-Royal Reinsurance Company Limited | 60,000 | 531.6 | 531.6 | -0- | - | None |
| Lakeshore International, Ltd..... | 28,000,000 | 248,082.8 | 248,082.8 | -0- | - | None |
| Lehman Brothers Inc..... | 10,000,000 | 88,601.0 | 88,601.0 | -0- | - | None |

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|--|-------------|-------------|-------------|-----|---------|------|
| Lehman Brothers Special Financing Inc..... | 144,000,000 | 1,275,854.4 | 1,275,854.4 | -0- | - | None |
| 6 | | | | | | |
| Lexington (IMA) Limited..... | 10,051,000 | 89,052.9 | 89,052.9 | -0- | - | None |
| Liberty View Fund LLC..... | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | None |
| Liberty View Funds L.P..... | 9,000,000 | 79,740.9 | 79,740.9 | -0- | - | None |
| Liberty View Global Volatility Fund..... | 26,000,000 | 230,362.6 | 230,362.6 | -0- | - | None |
| LLT Limited..... | 685,000 | 6,069.2 | 6,069.2 | -0- | - | None |
| Lydian Overseas Partners Master Fund..... | 59,000,000 | 522,745.9 | 522,745.9 | -0- | - | None |
| Lyxor..... | 1,185,000 | 10,499.2 | 10,499.2 | -0- | - | None |
| Lyxor Master Fund..... | 1,550,000 | 13,733.2 | 13,733.2 | -0- | - | None |
| Lyxor Master Fund c/o Forest Investment Mngt. L.L.C..... | 2,700,000 | 23,922.3 | 23,922.3 | -0- | - | None |
| Lyxor Master Fund, c/o Zola Capital Management, LLC..... | 4,750,000 | 42,085.5 | 42,085.5 | -0- | - | None |
| Lyxor Master Fund Ref: Argent/LowLev CB..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | None |
| Marathon Global Convertible Master Fund, Ltd..... | 11,500,000 | 101,891.2 | 101,891.2 | -0- | - | None |
| McMahan Securities Co. L.P..... | 4,000,000 | 35,440.4 | 35,440.4 | -0- | - | None |
| Med America Insurance Co. ... | 3,170,000 | 28,086.5 | 28,086.5 | -0- | - | None |
| Med America Hartford Trust Co. c/o Income Research & Management..... | 505,000 | 4,474.4 | 4,474.4 | -0- | - | None |
| Med America New York Insurance Co. c/o Income Research & Management..... | 1,325,000 | 11,739.6 | 11,739.6 | -0- | - | None |
| Merrill Lynch Insurance Group..... | 725,000 | 6,423.6 | 6,423.6 | -0- | - | None |
| Merrill Lynch International Limited..... | 6,000,000 | 232,719.6 | 53,160.6 | -0- | 179,559 | None |

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| Merrill Lynch, Pierce, Fenner & Smith, Inc..... | 102,150,000 | 905,059.2 | 905,059.2 | -0- | - | None |
| Minnesota Power and Light..... | 171,000 | 1,515.1 | 1,515.1 | -0- | - | None |
| MLQA Convertible Securities Arbitrage, Ltd. | 25,000,000 | 221,502.5 | 221,502.5 | -0- | - | None |
| Morgan Stanley & Co. | 40,000,000 | 354,404.0 | 354,404.0 | -0- | - | None |
| Municipal Employees..... | 503,000 | 4,456.6 | 4,456.6 | -0- | - | None |
| New Orleans Firefighters Pension / Relief Fund..... | 302,000 | 2,675.8 | 2,675.8 | -0- | - | None |
| NGSC Insurance Limited | 65,000 | 575.9 | 575.9 | -0- | - | None |
| Nicholas Applegate Investment Grade Convertible..... | 37,000 | 327.8 | 327.8 | -0- | - | None |
| NMS Services (Cayman) Inc..... | 50,000,000 | 443,005.0 | 443,005.0 | -0- | - | |
| Nomura International Plc..... | 6,000,000 | 53,160.6 | 53,160.6 | -0- | - | None |

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|--|-------------|-------------|-------------|-----|---|--|
| Occidental Petroleum Corporation..... | 569,000 | 5,041.4 | 5,041.4 | -0- | - | |
| Ohio Bureau of Workers Compensation..... | 389,000 | 3,446.6 | 3,446.6 | -0- | - | |
| OZ Convertible Master Fund, Ltd..... | 22,712,000 | 201,230.6 | 201,230.6 | -0- | - | |
| OZ Mac 13 Ltd..... | 5,521,000 | 48,916.6 | 48,916.6 | -0- | - | |
| OZ Master Fund, Ltd..... | 247,824,000 | 2,195,745.4 | 2,195,745.4 | -0- | - | |
| Pacific Life Insurance Company | 110,000,000 | 974,611.0 | 974,611.0 | -0- | - | |
| Palo Verde Insurance Company, Ltd..... | 170,000 | 1,506.2 | 1,506.2 | -0- | - | |
| Pensionskasse Ciba Specialty Chemicals..... | 1,900,000 | 16,834.2 | 16,834.2 | -0- | - | |
| Pensionskasse der Antalis AG..... | 220,000 | 1,949.2 | 1,949.2 | -0- | - | |
| Pensionskasse der EMS-Chemie AG..... | 270,000 | 2,392.2 | 2,392.2 | -0- | - | |

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| Pensionskasse der EMS-Chemie AG Domat..... | 270,000 | 2,392.2 | 2,392.2 | -0- | - |
| Pensionskasse der EMS-Dottikon AG | 400,000 | 3,544.0 | 3,544.0 | -0- | - |
| Pensionskasse der Lonza AG | 500,000 | 4,430.1 | 4,430.1 | -0- | - |
| Pensionskasse der Rockwell Automation AG | 270,000 | 2,392.2 | 2,392.2 | -0- | - |
| Pensionskasse Plus- Staufer AG | 250,000 | 2,215.0 | 2,215.0 | -0- | - |
| Pensionskasse Vantico | 380,000 | 3,366.8 | 3,366.8 | -0- | - |
| Peoples Benefit Life Insurance Company Teamsters | 7,500,000 | 66,450.8 | 66,450.8 | -0- | - |
| Performa Institutional Fund US Dollar Convertible Bond | 150,000 | 1,329.0 | 1,329.0 | -0- | - |
| Plexus Fund Limited | 4,000,000 | 35,440.4 | 35,440.4 | -0- | - |
| Policeman and Firemen Retirement System of the City of Detroit | 1,380,000 | 12,226.9 | 12,226.9 | -0- | - |
| Privilege Portfolio Global Convertibles | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - |
| Pro-mutual | 1,654,000 | 14,654.6 | 14,654.6 | -0- | - |
| 8 | | | | | |
| Quattro Fund | 8,910,000 | 78,943.5 | 78,943.5 | -0- | - No |
| Ram Trading | 7,000,000 | 62,020.7 | 62,020.7 | -0- | - No |
| Ramius Capital Group | 500,000 | 4,430.1 | 4,430.1 | -0- | - No |
| Ramius LP | 1,000,000 | 8,860.1 | 8,860.1 | -0- | - No |
| RBC Capital Services c/o Forest Investment Mngt. L.L.C. | 382,000 | 3,384.6 | 3,384.6 | -0- | - No |
| RCG Baldwin LP | 1,500,000 | 13,290.2 | 13,290.2 | -0- | - No |
| RCG Halifax Master | | | | | |

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| Fund, Ltd. | 1,500,000 | 13,290.2 | 13,290.2 | -0- | - | No |
| RCG Latitude Master Fund, Ltd. | 2,500,000 | 22,150.3 | 22,150.3 | -0- | - | No |
| RCG Multi Strategy, LP | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - | No |
| Relay 11. Holdings c/o Forest Investment Mngt. L.L.C. | 345,000 | 3,056.7 | 3,056.7 | -0- | - | No |
| Retail Clerks Pension Trust 2 | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | No |
| Rhapsody Fund, L.P. | 39,100,000 | 346,429.9 | 346,429.9 | -0- | - | No |
| Royal Bank of Canada Trust Company (Jersey) Limited | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | No |
| S.A.C. Capital Associates, LLC | 47,500,000 | 420,854.8 | 420,854.8 | -0- | 100,000 | No |
| Sagamore Hill Rub Fund Ltd. | 30,500,000 | 270,233.1 | 270,233.1 | -0- | - | No |
| Salomon Brothers Asset Management, Inc. | 55,000,000 | 487,305.5 | 487,305.5 | -0- | - | No |
| Salomon Smith Barney Inc. | 31,836,000 | 282,070.1 | 282,070.1 | -0- | - | No |
| San Diego County Employees Retirement Association | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - | No |
| Serena Limited | 2,080,000 | 18,429.0 | 18,429.0 | -0- | - | No |
| Shell Pension Trust | 871,000 | 7,717.2 | 7,717.2 | -0- | - | No |
| St. Albans Partners Ltd | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | No |
| State of Maryland Retirement Agency | 7,078,000 | 62,711.8 | 62,711.8 | -0- | - | No |
| State of Mississippi Health Care Trust Fund ... | 825,000 | 7,309.6 | 7,309.6 | -0- | - | No |
| State Street Bank Custodian for GE Pension Trust | 6,405,000 | 56,748.9 | 56,748.9 | -0- | - | No |
| Susquehanna Capital Group | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - | No |

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|---|-------------|-------------|-------------|-----|---|
| SuttonBrook Capital Portfolio, LP | 10,000,000 | 88,601.0 | 88,601.0 | -0- | - |
| SwissFirst Trust AG | 3,000,000 | 26,580.3 | 26,580.3 | -0- | - |
| Sylvan (IMA) Ltd. c/o Forest Investment Mngt. L.L.C. | 1,520,000 | 13,467.4 | 13,467.4 | -0- | - |
| Tag Associates | 151,000 | 1,337.9 | 1,337.9 | -0- | - |
| TD Securities (USA) Inc. | 65,000,000 | 575,906.5 | 575,906.5 | -0- | - |
| Teachers Insurance & Annuity Association | 16,000,000 | 141,761.6 | 141,761.6 | -0- | - |
| Thomas Weisel Partners | 1,029,000 | 9,177.0 | 9,177.0 | -0- | - |
| Thrivent Financial for Lutherans (f/k/a Aid Association for Lutherans) | 4,000,000 | 35,440.4 | 35,440.4 | -0- | - |
| TQA Master Fund, Ltd. | 7,000,000 | 62,020.7 | 62,020.7 | -0- | - |
| TQA Master Plus Fund, Ltd. | 4,500,000 | 39,870.5 | 39,870.5 | -0- | - |
| Tribeca Investments, LLC | 60,000,000 | 531,606.0 | 531,606.0 | -0- | - |
| Trustmark Insurance | 760,000 | 6,733.7 | 6,733.7 | -0- | - |
| Tufts Associated Health Plan c/o Income Research & Management | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - |
| UBS AG London Branch | 144,000,000 | 1,275,854.4 | 1,275,854.4 | -0- | - |
| UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio | 750,000 | 6,645.1 | 6,645.1 | -0- | - |
| UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd. | 35,000,000 | 310,103.5 | 310,103.5 | -0- | - |
| UBS Warburg LLC | 28,560,000 | 253,044.5 | 253,044.5 | -0- | - |
| UFJ Investments Asia Ltd | 25,000,000 | 221,502.5 | 221,502.5 | -0- | - |
| UMASS Memorial Investment Partnership c/o Income Research & Management | 250,000 | 2,215.0 | 2,215.0 | -0- | - |
| UMASS Memorial Health Care | | | | | |

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|---|-----------|----------|----------|-----|---|
| c/o Income Research & Management | 250,000 | 2,215.0 | 2,215.0 | -0- | - |
| US Bancorp Piper Jaffray | 5,707,000 | 50,564.6 | 50,564.6 | -0- | - |

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| | | | | | |
|--|-----------|----------|----------|-----|--|
| Victory Capital Management as Agent for the Key Trust Convertible Securities Fund | 290,000 | 2,569.4 | 2,569.4 | -0- | |
| Victory Capital Management as Agent for the EB Convertible Securities Fund | 1,610,000 | 14,264.8 | 14,264.8 | -0- | |
| Victory Capital Management as Agent for the Charitable Convertible Securities Fund | 1,675,000 | 14,840.7 | 14,840.7 | -0- | |
| Victory Capital Management as Agent for the Field Foundation of Illinois | 90,000 | 797.4 | 797.4 | -0- | |
| Victory Capital Management as Agent for the GenCorp Foundation | 70,000 | 620.2 | 620.2 | -0- | |
| Victory Capital Management as Agent for the Parker Key/Convertible | 820,000 | 7,265.3 | 7,265.3 | -0- | |
| Victory Capital Management as Investment Manager for Potlatch | 1,175,000 | 10,410.6 | 10,410.6 | -0- | |
| Victory Capital Management as Trustee for the Key Trust Fixed Income Fund | 480,000 | 4,252.8 | 4,252.8 | -0- | |
| Victory Capital Management as Trustee for the Charitable Income Fund | 315,000 | 2,790.9 | 2,790.9 | -0- | |

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|---|------------|-----------|-----------|-----|---|
| Victory Capital Management as Agent for California State Automobile Association Inter Insurance | 600,000 | 5,316.1 | 5,316.1 | -0- | |
| Victory Capital Management as Agent for California State Automobile Association Retirement Pension | 125,000 | 1,107.5 | 1,107.5 | -0- | |
| | | 11 | | | |
| Victory Capital Management as Agent for American Booksellers | 40,000 | 354.4 | 354.4 | -0- | |
| Victory Capital Management as Agent for Health Foundation of Greater Cincinnati | 250,000 | 2,215.0 | 2,215.0 | -0- | |
| Victory Capital Management as Investment Manager for Compsource Oklahoma | 300,000 | 2,658.0 | 2,658.0 | -0- | |
| Victory Capital Management as Investment Manager for Georgia Municipal Retirement Trust | 750,000 | 6,645.1 | 6,645.1 | -0- | |
| Victory Capital Management as Investment Manager for Stamford Police Pension Fund | 50,000 | 443.0 | 443.0 | -0- | |
| Von Ernst Global Portfolio - Convertible Bond Fund | 1,300,000 | 11,518.1 | 11,518.1 | -0- | - |
| Wachovia Bank National Association | 20,000,000 | 177,202.0 | 177,202.0 | -0- | - |
| Wachovia Securities International Ltd. | 31,000,000 | 274,663.1 | 274,663.1 | -0- | - |

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|--|-----------|----------|----------|-----|---|
| White River Securities LLC | 9,500,000 | 84,171.0 | 84,171.0 | -0- | - |
| Worldwide Transactions Ltd. | 2,156,000 | 19,102.4 | 19,102.4 | -0- | - |
| Yield Strategies Fund I, L.P. | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - |
| Yield Strategies Fund II, L.P. | 5,000,000 | 44,300.5 | 44,300.5 | -0- | - |
| Zazove Convertible Arbitrage Fund L.P. | 500,000 | 4,430.1 | 4,430.1 | -0- | - |
| Zazove Hedged Convertible Fund L.P. | 2,800,000 | 24,808.3 | 24,808.3 | -0- | - |
| Zazove Income Fund L.P. | 2,000,000 | 17,720.2 | 17,720.2 | -0- | - |
| Zola Partners, L.P. | 7,250,000 | 64,235.7 | 64,235.7 | -0- | - |
| Zurich Institutional Benchmark Management c/o Quattro Fund | 3,590,000 | 31,807.8 | 31,807.8 | -0- | - |
| Zurich Institutional Benchmarks Master Fund Ltd. | 2,800,000 | 24,808.3 | 24,808.3 | -0- | - |
| Zurich Master Hedge Fund c/o Forest Investments Mngt. L.L.C. | 1,223,000 | 10,835.9 | 10,835.9 | -0- | - |

(1) Total principal amount of selling securityholders listed is more than \$3,950,000,000 because certain of the selling securityholders may have transferred LYONs pursuant to Rule 144A or otherwise reduced their position prior to selling pursuant to this Registration Statement. The maximum principal amount of LYONs that may be sold under this prospectus will not exceed \$3,950,000,000.

(2) Represents shares of common stock issuable upon conversion of LYONs that are beneficially owned and offered by the selling security holder.

(3) Assumes that all of the LYONs and/or all of the common stock into which the LYONs are convertible are sold.

(4) Includes any position, office or other material relationship which the selling security holder has had within the past three years with Amgen or any of its predecessors or affiliates.

(5) Allstate Insurance Company and Allstate Life Insurance Company are affiliated entities. Allstate Insurance Company is the record owner of \$4,000,000 principal amount of LYONs and Allstate Life Insurance Company is the record owner of \$17,900,000 principal amount of LYONs. Aside from the LYONs and the common stock into which the LYONs are convertible, Allstate Insurance Company is the record owner of 180,300 shares of our common stock and Allstate Insurance Company and its

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affiliates beneficially own an aggregate of 284,300 shares of our common stock.

See "Risk Factors" section beginning on page 8 of the prospectus to read about factors you should consider before purchasing the LYONs or our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is December 13, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.