

Holmes Scott A
Form 4
March 04, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holmes Scott A

2. Issuer Name **and** Ticker or Trading
Symbol
AMAG PHARMACEUTICALS
INC. [AMAG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
100 HAYDEN AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Chief Accounting Officer

LEXINGTON, MA 02421

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2013		A	(A) or (D) Amount (1) (2) 2,500	(3) 2,500	D	
Common Stock	02/28/2013		A	(A) or (D) Amount (1) (4) 5,000	(3) 7,500	D	

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. Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.55	02/28/2013		A		15,000		<u>(5)</u>	02/28/2023	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Scott A 100 HAYDEN AVENUE LEXINGTON, MA 02421			VP, Chief Accounting Officer	

Signatures

Nancy R. Smith,
attorney-in-fact

__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) Each restricted stock unit represents a contingent right to receive one share of Common Stock of AMAG Pharmaceuticals, Inc. (the "Issuer").

These shares of Common Stock are issuable pursuant to a grant of restricted stock units (an "RSU Grant") pursuant to the Issuer's Second

- (2) Amended and Restated 2007 Equity Incentive Plan (the "Plan") that vests over four years after the grant date as follows: (i) 25% on the first anniversary of the grant date and (ii) in equal annual installments over the next three years thereafter.

- (3) Not applicable.

These shares of Common Stock are issuable pursuant to a market-based RSU Grant under the Plan and will vest, if at all, based on

- (4) achievement of certain target performance of the Issuer's stock price at the end of the three-year period ending December 31, 2015. The number represents the maximum number of shares that may be delivered pursuant to the award.

Grant of stock option pursuant to the Plan. This option will vest and become exercisable over four years after the grant date as follows: (i)

- (5) 25% vesting on the first anniversary of the grant date and (ii) the balance vesting in equal quarterly installments over the next three years thereafter.

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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