

AMAG PHARMACEUTICALS INC.

Form 4

May 23, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Russell Lesley2. 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)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2016☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O AMAG
PHARMACEUTICALS, INC., 1100
WINTER STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

WALTHAM, MA 02451

(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 | 05/19/2016 | | A | (A) or (D) Amount 4,768 (1) | Price A 2 16,790 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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 or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Stock Option (Right to Buy) | \$ 18.35 | 05/19/2016 | | A | 12,787 | (3) 05/19/2026 | Common Stock | 12,787 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Russell Lesley
C/O AMAG PHARMACEUTICALS, INC. X
1100 WINTER STREET
WALTHAM, MA 02451

Signatures

Nancy R. Smith,
Attorney-In-Fact 05/23/2016

__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).

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 pursuant to the Issuer's Third Amended

(1) & Restated 2007 Equity Incentive Plan, as amended (the "Plan") that will vest in twelve equal monthly installments over one year beginning on the first day of the first full month following the Issuer's annual meeting of stockholders, however, delivery of the shares is deferred until the earlier of (a) one year from the date of grant and (b) the date of the director's separation from service to the Issuer.

(2) Not applicable.

(3) Grant of stock option pursuant to the Plan. This option will vest and become exercisable in twelve equal monthly installments over one year beginning on the first day of the first full month following the Issuer's annual meeting of stockholders.

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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