

AMGEN INC
Form 4
July 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
SHARER KEVIN W

(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)
07/27/2012

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/27/2012		M	64,000 A \$ 42.13	164,979	D	
Common Stock	07/27/2012		M	64,000 A \$ 50.44	228,979	D	
Common Stock	07/27/2012		G ⁽¹⁾	V 128,000 A \$ 0	276,494	I	Living Trust
Common Stock	07/27/2012		G ⁽¹⁾	V 128,000 D \$ 0	100,979 ⁽²⁾ ₍₃₎	D	
Common Stock	07/27/2012		S	57,746 D \$ 82.24 ⁽⁴⁾	218,748	I	Living Trust

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Common Stock	07/27/2012	S	67,816	D	\$ 83.02 (5)	150,932	I	Living Trust
Common Stock	07/27/2012	S	2,438	D	\$ 83.77 (6)	148,494	I	Living Trust
Common Stock						4,414.8286 (7)	I	By 401(k) Plan

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)	Amount or Number of Shares
Nqso (Right to Buy)	\$ 42.13	07/27/2012		M	64,000	04/29/2009 04/29/2015	Common Stock	64,000
Nqso (Right to Buy)	\$ 50.44	07/27/2012		M	64,000	04/28/2010 04/28/2016	Common Stock	64,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARER KEVIN W ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799			X	

Signatures

/s/ Andrea Robinson, Attorney-in-Fact for Mr.
Sharer

07/31/2012

__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).

- (1) These shares are being transferred to the reporting person's Living Trust.

These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 9,250 RSUs which fully vest on 4/28/2013; 22,750 RSUs which vest in two equal annual installments of 11,375 each commencing 4/26/2013; 60,000 RSUs which vest in two equal installments of 19,800 each on 4/25/2013 and 4/25/2014 and one installment of 20,400 on 4/25/2015; and 8,933 RSUs which vest in three installments of 2,947, 2,948 and 3,038 on 4/27/2014, 4/27/2015 and 4/27/2016, respectively. Vested RSUs are paid in shares of the Company's common stock on a one-to-one basis.

- (3) These shares include 46 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 2009 Equity Incentive Plan and subject to a qualifying dividend reinvestment plan. DEs are credited on the reporting person's unvested RSUs and are paid out in shares of the Company's common stock on a one-to-one basis according to the vesting schedule, along with a cash payment for any remaining fractional share amount.

- (4) The price reported is an average price. The prices ranged from \$81.68 to \$82.68 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

- (5) The price reported is an average price. The prices ranged from \$82.69 to \$83.68 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

- (6) The price reported is an average price. The prices ranged from \$83.685 to \$83.88 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

- (7) These are shares acquired under the Company's 401(k) Plan and represent interests in the Company's stock fund as of this filing.

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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