

AMGEN INC
Form 3
January 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Michael A Kelly | | (Month/Day/Year) | AMGEN INC [AMGN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE AMGEN CENTER DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| THOUSAND | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| OAKS,Â CAÂ 91320-1799 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | Acting CFO | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 32,170 ⁽¹⁾ ₍₂₎ | D | Â |
| Common Stock | 182.5922 ⁽³⁾ | I | 401(k) Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Nqso (Right to Buy) | 04/25/2013 ⁽⁴⁾ | 04/25/2021 | Common Stock | 5,225 | \$ 54.69 | D | Â |
| Nqso (Right to Buy) | 04/26/2011 ⁽⁵⁾ | 04/26/2020 | Common Stock | 9,200 | \$ 58.43 | D | Â |
| Nqso (Right to Buy) | 04/28/2010 | 04/28/2016 | Common Stock | 2,200 | \$ 50.44 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Michael A Kelly ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | Â | Â | Â Acting CFO | Â |

Signatures

/s/ Michael A.
Kelly

01/21/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 329 RSUs which vest on 4/26/2014; 1,001 RSUs which vest in one installment of 493 on 4/25/2014 and one installment of 508 on 4/25/2015; 1,200 RSUs which vest in two equal annual installments of 396 each on 4/27/2014 and 4/27/2015 and one installment of 408 on 4/27/2016; and 780 RSUs which vest in two equal installments of 257 each on 4/26/2015 and 4/26/2016 and one installment of 266 on 4/27/2017. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

(2) These shares include 49 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. Amended and Restated 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 interest.

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

(4) 1,724 of these stock options are exercisable immediately and the remaining 3,501 are exercisable in one installment of 1,724 on 4/25/2014 and one installment of 1,777 on 4/25/2015.

(5) 6,900 of these stock options are exercisable immediately and the remaining 2,300 are exercisable on 4/26/2014.

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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