

AMGEN INC
Form 4
January 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)
01/27/2012

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)

Chairman of the Board and CEO

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	01/27/2012		M		225,000	A	\$ 58.61	346,875	D	
Common Stock	01/27/2012		M		192,000	A	\$ 42.13	538,875	D	
Common Stock	01/27/2012		M		128,000	A	\$ 50.44	666,875	D	
Common Stock	01/27/2012		G	V	545,000 (1)	D	\$ 0	121,875 (2)	D	
Common Stock	01/27/2012		G	V	545,000 (1)	A	\$ 0	717,222	I	Living Trust

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Common Stock	01/27/2012	S	540,808	D	\$ 68.5858 (3)	176,414	I	Living Trust
Common Stock	01/27/2012	S	4,192	D	\$ 68.1081 (4)	172,222	I	Living Trust
Common Stock						4,368.861 (5)	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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Nqso (Right to Buy)	\$ 58.61	01/27/2012		M	225,000	03/15/2006 03/15/2012	Common Stock 225,000
Nqso (Right to Buy)	\$ 42.13	01/27/2012		M	192,000	04/29/2009 04/29/2015	Common Stock 192,000
Nqso (Right to Buy)	\$ 50.44	01/27/2012		M	128,000	04/28/2010 04/28/2016	Common Stock 128,000

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		Chairman of the Board and CEO	

Signatures

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

01/31/2012

__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 4/29/2012; 18,500 RSUs which vest in two equal annual installments of 9,250 each commencing 4/28/2012; 34,125 RSUs which vest in three equal annual installments of 11,375 each commencing 4/26/2012; and 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. Vested RSUs are paid in shares of the Company's Common Stock on a one-to-one basis.

- (3) The price reported is an average price. The prices ranged from \$68.16 to \$69.16 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.

- (4) The price reported is an average price. The prices ranged from \$68.04 to \$68.15 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) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.