

MCNAMEE BRIAN M

Form 4

April 30, 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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCNAMEE BRIAN M

(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)  
04/26/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

SVP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/26/2013                              |                                                             | M                                    | 10,000                                                                  | A \$ 58.43                                                                                                         | 66,077                                                                  | D                                                                 |
| Common<br>Stock                       | 04/26/2013                              |                                                             | S                                    | 10,000                                                                  | D \$<br>(1) 107.9872                                                                                               | 56,077                                                                  | D                                                                 |
| Common<br>Stock                       | 04/26/2013                              |                                                             | F                                    | 723                                                                     | D \$ 108.66                                                                                                        | 55,354                                                                  | D                                                                 |
| Common<br>Stock                       | 04/28/2013                              |                                                             | F                                    | 711                                                                     | D \$ 108.38                                                                                                        | 54,643                                                                  | D                                                                 |
|                                       | 04/29/2013                              |                                                             | M                                    | 10,000                                                                  | A \$ 50.44                                                                                                         | 64,643                                                                  | D                                                                 |

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Common  
Stock

Common Stock      04/29/2013      S      10,000      D      \$  
107.0191      54,643      (3)      (4)      D  
(2)

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Nqso<br>(Right to<br>Buy)                           | \$ 58.43                                                              | 04/26/2013                              |                                                             | M                                       |                                                                                                              | 10,000                                                         |     | 04/26/2011                                                          | 04/26/2020         | Common<br>Stock | 10,000                              |
| Nqso<br>(Right to<br>Buy)                           | \$ 50.44                                                              | 04/29/2013                              |                                                             | M                                       |                                                                                                              | 10,000                                                         |     | 04/28/2010                                                          | 04/28/2016         | Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships                    |
|---------------------------------------------------------------------------|----------------------------------|
|                                                                           | Director 10% Owner Officer Other |
| MCNAMEE BRIAN M<br>ONE AMGEN CENTER DRIVE<br>THOUSAND OAKS, CA 91320-1799 | SVP, Human Resources             |

## Signatures

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

04/30/2013

\_\_\_\_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) The price reported is an average price. The prices ranged from \$107.96 to \$108.00 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, the issuer or a security holder of the issuer.

(2) The price reported is an average price. The prices ranged from \$106.8707 to \$107.1316 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, the issuer or a security holder of the issuer.

(3) These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 1,450 RSUs which fully vest on 4/26/2014; 22,081 RSUs which fully vest on 12/31/2014; 5,025 RSUs which vest in one installment of 2,475 on 4/25/2014 and one installment of 2,550 on 4/25/2015; 4,466 RSUs which vest in three installments of 1,473, 1,474 and 1,519 on 4/27/2014, 4/27/2015 and 4/27/2016, respectively; and 4,439 RSUs which vest in three installments of 1,464, 1,465 and 1,510 on 1/28/2015, 1/28/2016 and 1/28/2017, respectively. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

(4) These shares include 106 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.

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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