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AMGEN INC
Form 424B3
June 06, 2002

Filed pursuant to Rule 424(b)(3)
Registrant No. 333-88834

Prospectus Supplement No. 1 dated June 6, 2002
(To Prospectus dated May 31, 2002)

\$3,950,000,000
AMGEN INC.
Liquid Yield Option(TM) Notes due 2032
(Zero Coupon--Senior)
and Shares of Common Stock Issuable Upon Conversion
of the Liquid Yield Option(TM) Notes

This document supplements the prospectus dated May 31, 2002, as amended and supplemented through the date hereof, relating to the resale by the holders of Liquid Yield Option(TM) Notes (Zero Coupon--Senior) (the "LYONs") due March 1, 2032 and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 31, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The table presented below sets forth information as of the date of this prospectus supplement about the principal amount at maturity of the LYONs and the underlying common stock beneficially owned by each selling security holder that may be offered using the prospectus. All of the information set forth in the table has been provided by the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. However, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their LYONs since the date on which they provided the information regarding their LYONs.

The table of selling security holders contained on pages 42-45 of the prospectus dated May 31, 2002 is hereby amended and replaced by the table set forth below.

| NAME | PRINCIPAL AMOUNT OF LYONs BENEFICIALLY OWNED AND OFFERED | SHARES OF COMMON STOCK BENEFICIALLY OWNED | COMMON STOCK OFFERED (1) | LYONs OWNED AFTER COMPLETION OF OFFERING (2) | COMMON STOCK OWNED AFTER COMPLETION OF OFFERING |
|--|---|---|--------------------------------|---|---|
| ---- | ----- | ----- | ----- | ----- | ----- |
| Aid Association for Lutherans, as successor to Lutheran Brotherhood..... | 11,000,000 | 97,461.1 | 97,461.1 | -0- | |
| Akela Capital Master Fund, LLC..... | 2,000,000 | 17,720.2 | 17,720.2 | -0- | |
| Allstate Insurance Company..... | 21,900,000 (4) | 478,336.2 (4) | 194,036.2 (4) | -0- (4) | 284, |

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|---|----------------|---------------|---------------|---------|------|
| Allstate Life Insurance Company..... | 21,900,000 (4) | 478,336.2 (4) | 194,036.2 (4) | -0- (4) | 284, |
| Alpha U.S. Sub Fund VIII, LLC..... | 2,300,000 | 20,378.2 | 20,378.2 | -0- | |
| Amerisure Mutual Insurance Company..... | 975,000 | 8,638.6 | 8,638.6 | -0- | |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd..... | 6,000,000 | 53,160.6 | 53,160.6 | -0- | |
| Argent Classic Convertible Arbitrage Fund L.P..... | 4,500,000 | 39,870.5 | 39,870.5 | -0- | |
| Argent LowLev Convertible Arbitrage Fund Ltd..... | 13,500,000 | 119,611.4 | 119,611.4 | -0- | |

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| NAME | PRINCIPAL AMOUNT OF LYONS BENEFICIALLY OWNED AND OFFERED | SHARES OF COMMON STOCK BENEFICIALLY OWNED | COMMON STOCK OFFERED (1) | LYONS OWNED AFTER COMPLETION OF OFFERING (2) | COMMON STOCK OWNED AFTER COMPLETION OF OFFERING (2) | RELAT |
|---|---|---|--------------------------------|---|---|-------|
| Aristeia International Limited | 26,950,000 | 238,779.7 | 238,779.7 | -0- | -- | |
| Aristeia Trading LLC..... | 8,050,000 | 71,323.8 | 71,323.8 | -0- | -- | |
| Associated Electric & Gas Insurance Services Limited... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | -- | |
| Banc of America Securities LLC | 9,281,000 | 82,230.6 | 82,230.6 | -0- | -- | |
| Bank Austria Cayman Islands, Ltd..... | 4,500,000 | 39,870.5 | 39,870.5 | -0- | -- | |
| Bank of America Pension Plan.. | 2,500,000 | 22,150.3 | 22,150.3 | -0- | -- | |
| Bear, Stearns & Co. Inc..... | 9,500,000 | 84,171.0 | 84,171.0 | -0- | -- | |
| Black Diamond Capital I, Ltd.. | 2,432,000 | 21,547.8 | 21,547.8 | -0- | -- | |
| Black Diamond Convertible Offshore LDC..... | 15,296,000 | 135,524.1 | 135,524.1 | -0- | -- | |
| Black Diamond Offshore Ltd.... | 8,647,000 | 76,613.3 | 76,613.3 | -0- | -- | |
| Canyon Capital Arbitrage Masterfund, Ltd..... | 3,750,000 | 33,225.4 | 33,225.4 | -0- | -- | |
| Canyon Mac 18, Ltd. (RMF)..... | 625,000 | 5,537.6 | 5,537.6 | -0- | -- | |
| Canyon Value Realization Fund (Cayman), Ltd..... | 5,625,000 | 49,838.1 | 49,838.1 | -0- | -- | |
| Canyon Value Realization Fund, L.P..... | 2,500,000 | 22,150.3 | 22,150.3 | -0- | -- | |
| CDC Ixis Paris..... | 15,000,000 | 132,901.5 | 132,901.5 | -0- | -- | |
| Cobra Master Fund, Ltd..... | 1,500,000 | 13,290.2 | 13,290.2 | -0- | -- | |
| Continental Assistance Company on behalf of its Separate Account E..... | 7,200,000 | 63,792.7 | 63,792.7 | -0- | -- | |
| Continental Casualty Company.. | 44,800,000 | 396,932.5 | 396,932.5 | -0- | -- | |
| Credit Lyonnais SEC USA..... | 28,000,000 | 248,082.8 | 248,082.8 | -0- | -- | |
| DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89..... | 13,980,000 | 123,864.2 | 123,864.2 | -0- | -- | |
| Deephaven Domestic Convertible Trading Ltd..... | 165,850,000 | 1,469,447.6 | 1,469,447.6 | -0- | -- | |
| DKR Fixed Income Holding Fund Ltd..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | -- | |
| Double Black Diamond Offshore LDC..... | 50,469,000 | 447,160.4 | 447,160.4 | -0- | -- | |

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|---|-------------|-------------|-------------|-----|--------|
| First Union Securities Inc.... | 20,000,000 | 177,202.0 | 177,202.0 | -0- | -- |
| Franklin and Marshall College. | 785,000 | 6,955.2 | 6,955.2 | -0- | -- |
| Gain Offshore Master Fund Ltd. | 6,450,000 | 57,147.6 | 57,147.6 | -0- | -- |
| Global Bermuda Limited Partnership..... | 7,000,000 | 62,020.7 | 62,020.7 | -0- | -- |
| Goldman Sachs and Company..... | 14,670,000 | 129,977.7 | 129,977.7 | -0- | -- |
| Granville Capital Corporation. | 45,000,000 | 398,704.5 | 398,704.5 | -0- | -- |
| HBK Master Fund, L.P..... | 17,000,000 | 172,821.7 | 150,621.7 | -0- | 22,200 |
| Highbridge International LLC.. | 148,150,000 | 1,312,623.8 | 1,312,623.8 | -0- | -- |
| HSBC Trustee, Zola Managed Trust..... | 400,000 | 3,544.0 | 3,544.0 | -0- | -- |
| ING VP Convertible Fund..... | 40,000 | 354.4 | 354.4 | -0- | -- |
| ING Convertible Fund..... | 3,960,000 | 35,086.0 | 35,086.0 | -0- | -- |
| Jersey (IMA) Ltd..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | -- |
| KBC Financial Products USA Inc..... | 4,480,000 | 39,693.2 | 39,693.2 | -0- | -- |
| Lakeshore International, Ltd.. | 28,000,000 | 248,082.8 | 248,082.8 | -0- | -- |
| Liberty View Fund LLC..... | 2,000,000 | 17,720.2 | 17,720.2 | -0- | -- |
| Liberty View Funds L.P..... | 9,000,000 | 79,740.9 | 79,740.9 | -0- | -- |
| Liberty View Global Volatility Fund..... | 26,000,000 | 230,362.6 | 230,362.6 | -0- | -- |
| Lyxor Master Fund..... | 1,550,000 | 13,733.2 | 13,733.2 | -0- | -- |

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| NAME | PRINCIPAL AMOUNT OF LYONS BENEFICIALLY OWNED AND OFFERED | SHARES OF COMMON STOCK BENEFICIALLY OWNED | COMMON STOCK OFFERED (1) | LYONS OWNED AFTER COMPLETION OF OFFERING (2) | COMMON STOCK OWNED AFTER COMPLETION OF OFFERING (2) RE |
|---|---|---|--------------------------------|---|--|
| Lyxor Master Fund, c/o Zola Capital Management, LLC..... | 4,750,000 | 42,085.5 | 42,085.5 | -0- | -- |
| Lyxor Master Fund Ref: Argent/ LowLev CB..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | -- |
| Marathon Global Convertible Master Fund, Ltd..... | 11,500,000 | 101,891.2 | 101,891.2 | -0- | -- |
| Merrill Lynch International Limited..... | 6,000,000 | 232,719.6 | 53,160.6 | -0- | 179,559 |
| Merrill Lynch, Pierce, Fenner & Smith, Inc..... | 77,983,000 | 690,937.2 | 690,937.2 | -0- | -- |
| Morgan Stanley & Co..... | 40,000,000 | 354,404.0 | 354,404.0 | -0- | -- |
| Nicholas Applegate Investment Grade Convertible..... | 37,000 | 327.8 | 327.8 | -0- | -- |
| NMS Services (Cayman) Inc.... | 50,000,000 | 443,005.0 | 443,005.0 | -0- | -- |
| Peoples Benefit Life Insurance Company Teamsters.. | 7,500,000 | 66,450.8 | 66,450.8 | -0- | -- |
| Ramius Capital Group..... | 500,000 | 4,430.1 | 4,430.1 | -0- | -- |
| Ramius LP..... | 1,000,000 | 8,860.1 | 8,860.1 | -0- | -- |
| RCG Baldwin LP..... | 1,500,000 | 13,290.2 | 13,290.2 | -0- | -- |
| RCG Halifax Master Fund, Ltd.. | 1,500,000 | 13,290.2 | 13,290.2 | -0- | -- |
| RCG Latitude Master Fund, Ltd. | 2,500,000 | 22,150.3 | 22,150.3 | -0- | -- |
| RCG Multi Strategy, LP..... | 3,000,000 | 26,580.3 | 26,580.3 | -0- | -- |
| SAC Capital Associates, LLC.... | 27,500,000 | 343,652.8 | 243,652.8 | -0- | 100,000 |

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|--|---------------|--------------|--------------|-----|----|
| Salomon Smith Barney Inc..... | 31,836,000 | 282,070.1 | 282,070.1 | -0- | -- |
| St. Albans Partners Ltd..... | 5,000,000 | 44,300.5 | 44,300.5 | -0- | -- |
| State of Mississippi Health Care Trust Fund..... | 825,000 | 7,309.6 | 7,309.6 | -0- | -- |
| State Street Bank Custodian for GE Pension Trust..... | 6,405,000 | 56,748.9 | 56,748.9 | -0- | -- |
| Susquehanna Capital Group..... | 5,000,000 | 44,300.5 | 44,300.5 | -0- | -- |
| TD Securities (USA) Inc..... | 65,000,000 | 575,906.5 | 575,906.5 | -0- | -- |
| Teachers Insurance & Annuity Association..... | 16,000,000 | 141,761.6 | 141,761.6 | -0- | -- |
| Tribeca Investments, LLC..... | 60,000,000 | 531,606.0 | 531,606.0 | -0- | -- |
| UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio..... | 750,000 | 6,645.1 | 6,645.1 | -0- | -- |
| UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd..... | 35,000,000 | 310,103.5 | 310,103.5 | -0- | -- |
| UBS Warburg LLC..... | 24,060,000 | 213,174.0 | 213,174.0 | -0- | -- |
| UFJ Investments Asia Ltd..... | 25,000,000 | 221,502.5 | 221,502.5 | -0- | -- |
| Wachovia Bank National Association..... | 20,000,000 | 177,202.0 | 177,202.0 | -0- | -- |
| Wachovia Securities International Ltd..... | 31,000,000 | 274,663.1 | 274,663.1 | -0- | -- |
| White River Securities LLC.... | 9,500,000 | 84,171.0 | 84,171.0 | -0- | -- |
| Worldwide Transactions Ltd.... | 2,156,000 | 19,102.4 | 19,102.4 | -0- | -- |
| Yield Strategies Fund I, L.P.. | 5,000,000 | 44,300.5 | 44,300.5 | -0- | -- |
| Yield Strategies Fund II, L.P.. | 5,000,000 | 44,300.5 | 44,300.5 | -0- | -- |
| Zola Partners, L.P..... | 7,250,000 | 64,235.7 | 64,235.7 | -0- | -- |
| Other..... | 2,524,833,000 | 22,370,272.0 | 22,370,272.0 | -0- | -- |

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- (1) Represents shares of common stock issuable upon conversion of LYONs that are beneficially owned and offered by the selling security holder.
- (2) Assumes that all of the LYONs and/or all of the common stock into which the LYONs are convertible are sold.
- (3) Includes any position, office or other material relationship which the selling security holder has had within the past three years with Amgen or any of its predecessors or affiliates.
- (4) Allstate Insurance Company and Allstate Life Insurance Company are affiliated entities. Allstate Insurance Company is the record owner of \$4,000,000 principal amount of LYONs and Allstate Life Insurance Company is the record owner of \$17,900,000 principal amount of LYONs. Aside from the LYONs and the common stock into which the LYONs are convertible, Allstate Insurance Company is the record owner of 180,300 shares of our common stock and Allstate Insurance Company and its affiliates beneficially own an aggregate of 284,300 shares of our common stock.

See "Risk Factors" section beginning on page 8 of the prospectus to read about factors you should consider before purchasing the LYONs or our common stock.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is June 6, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.