

AMGEN INC
Form 4
May 22, 2014

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 *
Dittrich Thomas J.W.

(Last) (First) (Middle)

ONE AMGEN CENTER DRIVE

(Street)

THOUSAND OAKS, CA 91320

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMGEN INC [AMGN]

3. Date of Earliest Transaction
(Month/Day/Year)

05/21/2014

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)

VP, Finance & CAO

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 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)
Common Stock	05/21/2014		M	1,980 A	\$ 54.69 20,569	D	
Common Stock	05/21/2014		M	2,150 A	\$ 58.43 22,719	D	
Common Stock	05/21/2014		S	4,130 D	\$ 112.829 18,589 ⁽²⁾ ⁽³⁾	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. Date of Issuance (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nqso (Right to Buy)	\$ 54.69	05/21/2014		M		1,980		04/25/2013	04/25/2021	Common Stock	1,980
Nqso (Right to Buy)	\$ 58.43	05/21/2014		M		2,150		04/26/2011	04/26/2020	Common Stock	2,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dittrich Thomas J.W. ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320			VP, Finance & CAO	

Signatures

/s/ Thomas J.W.
Dittrich

05/21/2014

__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).

- The price reported is an average price. The prices ranged from \$112.82 to \$112.86 per share. Full information regarding the number of
- (1) 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 shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 583 RSUs which vest in one installment of 583 on 4/25/2015; 938 RSUs which vest in two installments of 462 on 4/27/2015 and 476 on 4/27/2016; 942 RSUs which vest in annual installments of 310, 311 and 321 on 4/26/2015, 4/26/2016 and 4/26/2017, respectively; and 681 RSUs which vest in annual

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installments of 224, 225 and 232 on 4/25/2015, 4/25/2017 and 4/25/2018, respectively. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

- (3) These shares include 40 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 2009 Amended and Restated 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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