

AMGEN INC
Form 4
May 11, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Balachandran Madhavan

(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)
05/07/2015

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)

EVP, Operations

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	05/07/2015		M		6,000 A \$ 58.43	39,394	D	
Common Stock	05/07/2015		M		15,750 A \$ 54.69	55,144	D	
Common Stock	05/07/2015		S		6,000 D \$ 157.9153 (1)	49,144	D	
Common Stock	05/07/2015		S		15,750 D \$ 157.8542 (2)	33,394 (3) (4)	D	

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Common
Stock

56,573 I

By
Family
Trust

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

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(9-02)

**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 or Number of Shares
Nqso (Right to Buy)	\$ 58.43	05/07/2015		M	6,000	04/26/2011 04/26/2020	Common Stock 6,000
Nqso (Right to Buy)	\$ 54.69	05/07/2015		M	15,750	04/25/2013 04/25/2021	Common Stock 15,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Balachandran Madhavan ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799				EVP, Operations

Signatures

/s/ Madhavan Balachandran 05/07/2015

**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 \$157.90 to \$157.94 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 \$157.81 to \$157.93 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: 855 RSUs which vest on 4/27/2016; 17,845 RSUs which vest in one installment of 8,789 on 7/31/2015 and one installment of 9,056 on 7/31/2016; 5,010 RSUs which vest in one installment of 2,467 on 1/28/2016 and one installment of 2,543 on 1/28/2017; 4,707 RSUs which vest in two equal installments of 1,553 each on 1/31/2016 and 1/31/2017 and one installment of 1,601 on 1/31/2018; and 3,677 RSUs which vest in two equal installments of 1,213 on 1/30/2017 and 1/30/2018 and one installment of 1,251 on 1/30/2019. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

(4) These shares include 1,300 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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