

MCNAMEE BRIAN M
Form 4
January 31, 2012

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 *
MCNAMEE BRIAN M

2. Issuer Name and Ticker or Trading Symbol
AMGEN INC [AMGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE AMGEN CENTER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Human Resources

(Street)
THOUSAND
OAKS, CA 91320-1799

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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: Beneficial or Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/27/2012		M		50,000	A	\$ 58.61 90,855
Common Stock	01/27/2012		M		41,902	A	\$ 62.55 132,757
Common Stock	01/27/2012		M		20,000	A	\$ 42.13 152,757
Common Stock	01/27/2012		M		20,000	A	\$ 50.44 172,757
Common Stock	01/27/2012		S		131,902	D	\$ 68.6762 40,855

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					(1)		
					\$		
Common Stock	01/27/2012		S	7,000	D	68.7933	33,855 (3) D
					(2)		

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Nqso (Right to Buy)	\$ 58.61	01/27/2012		M	50,000	03/15/2006	03/15/2012	Common Stock	50,000
Nqso (Right to Buy)	\$ 62.55	01/27/2012		M	41,902	04/26/2008	04/26/2014	Common Stock	41,902
Nqso (Right to Buy)	\$ 42.13	01/27/2012		M	20,000	04/29/2009	04/29/2015	Common Stock	20,000
Nqso (Right to Buy)	\$ 50.44	01/27/2012		M	20,000	04/28/2010	04/28/2016	Common Stock	20,000

Reporting Owners

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

Signatures

/s/ Brian M.
McNamee

01/30/2012

 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) The price reported is an average price. The prices ranged from \$68.62 to \$68.88 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.

(2) The price reported is an average price. The prices ranged from \$68.79 to \$68.80 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.

(3) These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 2,850 RSUs which fully on 4/29/2012; 2,850 RSUs which vest in two equal annual installments of 1,425 each commencing 4/28/2012; 4,350 RSUs which vest in three equal annual installments of 1,450 each commencing 4/26/2012; and 7,500 RSUs which vest in two equal installments of 2,475 each on 4/25/2013 and 4/25/2014 and one installment of 2,550 on 4/25/2015. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

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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