

AMGEN INC
Form 4
May 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JOHNSON FRANKLIN P JR

(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)
05/05/2005

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)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/05/2005 | | J ⁽¹⁾ | | 8,000 | A | \$ 0 | 721,749 | D |
| Common Stock | 05/05/2005 | | G ⁽²⁾ | V | 8,000 | D | \$ 0 | 713,749 | D |
| Common Stock | 05/05/2005 | | J ⁽¹⁾ | | 24,000 | D | \$ 0 | 576,000 | I |
| Common Stock | 05/05/2005 | | J ⁽¹⁾ | | 8,000 | A | \$ 0 | 8,000 ⁽³⁾ | I |
| Common Stock | 05/05/2005 | | G ⁽²⁾ | V | 8,000 | D | \$ 0 | 0 ⁽³⁾ | I |

By Partnership

By Spouse

By Spouse

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| | | | | | | | | | |
|--------------|------------|------------------|---|--------|---|------|------------------|---|-----------------|
| Common Stock | 05/05/2005 | G | V | 40,000 | D | \$ 0 | 936,627 | I | Revocable Trust |
| Common Stock | 05/05/2005 | G ⁽²⁾ | | 16,000 | A | \$ 0 | 952,627 | I | Revocable Trust |
| CCPR | | | | | | | 4 ⁽⁴⁾ | I | By Partnership |

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSON FRANKLIN P JR
ONE AMGEN CENTER DRIVE
THOUSAND OAKS, CA 91320-1799

X

Signatures

/s/ Johnson Franklin P, Jr., One Amgen Center Drive, Thousand Oaks, CA 91320-1799

05/06/2005

__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).

(FPJ-05/05-Dist.) On May 5, 2005, Asset Management Partners ("AMP") distributed shares of Amgen Common Stock to the partners of the partnership. Accordingly, 8,000 shares are now held directly by each of the reporting person and his spouse, and 8,000 shares were distributed to the other partners. AMP, of which the reporting person is the general partner, holds 576,000 shares of Amgen Common Stock. The reporting person disclaims beneficial ownership of the securities held by AMP, and the reporting herein of such securities shall not be construed as an admission that the reporting person is the beneficial owner of any such securities for purposes of Section 16 of the Securities Exchange of 1934, as amended.

(2) (FPJ 3.07.05) Shares are being transferred to the Johnson Revocable Trust dated June 25, 2003.

(FPJ/cj 05.05) The reporting person disclaims beneficial of the securities held by the reporting person's spouse and the reporting herein of such securities shall not be construed as an admission that the reporting person is the beneficial owner of any such securities for purposes of Section 16 of the Securities Exchange Act of 1934.

(4) (FPJ-CCPR) Contractual contingent payment rights arising from the purchase by Amgen Inc. of two Class A interests of Amgen Clinical Partners, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.