

AMGEN INC
Form 4
February 12, 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 *
Bradway Robert A

(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)
02/11/2015

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)

Chairman, CEO and President

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 | 02/11/2015 | | M | | 62,000 | A | \$ 42.13 |
| Common Stock | 02/11/2015 | | F | | 40,539 | D | \$ 152.57 |
| Common Stock | 02/11/2015 | | M | | 22,000 | A | \$ 42.13 |
| Common Stock | 02/11/2015 | | S | | 22,000 | D | \$ 152.6871 |
| | | | | | | | <u>(2)</u> |
| | | | | | | | 218,102 <u>(3)</u> |
| | | | | | | | <u>(4)</u> <u>(5)</u> |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nqso (Right to Buy) | \$ 42.13 | 02/11/2015 | | M | 62,000 | 04/29/2009 04/29/2015 | Common Stock | 62,000 |
| Nqso (Right to Buy) | \$ 42.13 | 02/11/2015 | | M | 22,000 | 04/29/2009 04/29/2015 | Common Stock | 22,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bradway Robert A ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | X | | Chairman, CEO and President | |

Signatures

/s/ Robert A. Bradway 02/12/2015

**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) Non-market exercise of 62,000 stock options expiring April 29, 2015 wherein 40,539 shares issuable pursuant to the exercise of these options were withheld by the Company to cover the option exercise price and statutory tax withholding, with the remaining shares delivered to the reporting person.

(2)

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The price reported is an average price. The prices ranged from \$152.68 to \$152.78 per share. Full information regarding the number of shares purchased 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) Open market exercise of 22,000 stock options expiring April 29, 2015 wherein a portion of the cash received as a result of the exercise of these options was used to cover the option exercise price and the remaining balance was remitted in full by the Company to the appropriate California and federal taxing authorities.

- (4) These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 7,140 RSUs which vest in one installment on 4/25/2015; 14,029 RSUs which vest in two installments of 6,910 and 7,119 on 4/27/2015 and 4/27/2016, respectively; 12,525 RSUs which vest in two installments of 6,169 and 6,356 on 1/28/2016 and 1/28/2017, respectively; 15,132 RSUs which vest in three installments of 4,993, 4,994 and 5,145 on 1/31/2016, 1/31/2017 and 1/31/2018, respectively; and 13,398 shares which vest in two equal installments of 4,421 on 1/30/2017 and 1/30/2018 and one installment of 4,556 on 1/30/2019. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

- (5) These shares include 1,458 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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