

AMGEN INC
Form 4
January 27, 2010

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 *
Michael A Kelly

(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)
01/26/2010

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)

VP Finance & CAO

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 | 01/26/2010 | | M | 3,774 A \$ 52.98 | 16,317 | D | |
| Common Stock | 01/26/2010 | | M | 27,452 A \$ 52.98 | 43,769 | D | |
| Common Stock | 01/26/2010 | | S | 3,774 D \$ 56.383 | 39,995 | D | |
| Common Stock | 01/26/2010 | | S | 27,452 D \$ 56.33 | 12,543 ⁽²⁾ | D | |
| Common Stock | | | | | 174,2649 ⁽¹⁾ | I | 401(k) Plan |

| | | | |
|-----------------|----|---|---|
| Common Stock | 50 | I | Michael & Bonnie Kelly Family Trust |
|-----------------|----|---|---|

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Iso (Right to Buy) | \$ 52.98 | 01/26/2010 | | M | 3,774 | 02/10/2004 | 02/10/2010 | Common Stock | 3,774 |
| Nqso (Right to Buy) | \$ 52.98 | 01/26/2010 | | M | 27,452 | 02/10/2004 | 02/10/2010 | Common Stock | 27,452 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Michael A Kelly ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | | VP Finance & CAO | |

Signatures

/s/ Michael A.
Kelly

01/27/2010

**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) These are shares acquired under the Company's 401(k) Plan and represent interests in the Company's stock fund as of this filing.

These shares include the following Restricted Stock Units (RSUs) granted under the Company's Amended and Restated 1991 Equity Incentive Plan: 5,000 RSUs which vests in two equal annual installments of 2,500 each commencing 7/31/2010; 1,715 RSUs which vest in three annual installments of 571 shares on 4/29/2011 and 572 shares on each of 4/29/2010 and 4/29/2012; and 1,257 RSUs which vests in four annual installments of 314 shares on each of 4/28/2010, 4/28/2011 and 4/28/2012 and 315 shares on 4/28/2013. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis unless payment is otherwise deferred by the reporting person.

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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