

Johnston Lori A
 Form 4
 May 01, 2018

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 *
 Johnston Lori A

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2018

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

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 (Instr. 4)
				(A) or (D) Price			
Common Stock	04/27/2018		A	2,028 (1) A \$ 0	17,085 (2) (3)	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)
Nqso (Right to Buy)	\$ 177.46	04/27/2018		A	15,615	04/27/2020 ⁽⁴⁾ 04/27/2028	Common Stock 15,615

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Lori A ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799			SVP, HR	

Signatures

/s/ Lori A. 05/01/2018
 Johnston
 **Signature of Date
 Reporting Person

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 Restricted Stock Units (RSUs) were granted pursuant to the Amgen Inc. 2009 Amended and Restated Equity Incentive Plan and vest in three installments of 33%, 33% and 34% on 4/27/2020, 4/27/2021 and 4/27/2022, respectively.
 These shares include the following RSUs granted under the Company's equity plans: 3,597 RSUs which vest in three equal installments of 1,199 on 2/7/2019, 2/7/2020 and 2/7/2021, respectively; and 1,968 RSUs which vest in two installments of 649 on each of 5/1/2019 and 5/1/2020 and one installment of 670 on 5/1/2021. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.
- (2) These shares include 175 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.
- (3) These non-qualified stock options are exercisable in three installments of 33%, 33% and 34% on 4/27/2020, 4/27/2021 and 4/27/2022, respectively.
- (4)

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.