

AMGEN INC
Form 4
March 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
HERRINGER FRANK C

(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)
03/15/2006

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) | | 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 ⁽¹⁾ | 03/15/2006 | | A | V | 1,335 | A \$ 0 | 3,335 ⁽²⁾ | D | |
| Common Stock | 03/15/2006 | | A | V | 1,706 | A \$ 0 | 5,041 ⁽²⁾ | D | |
| Common Stock | | | | | | | 2,075 | I | Frank C & Maryellen C Herringer 1995 Family Trust |
| | | | | | | | 7,000 | I | |

| | | | | | | |
|--------------|--|--|-----|--|---|--------------------------------------|
| Common Stock | | | | | | Frank C. Herringer 1995 Family Trust |
| Common Stock | | | 500 | | I | The Julia Herringer 1995 Trust |
| Common Stock | | | 500 | | I | The Sarah Herringer 1995 Trust |

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)

| 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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| NQSO (Right to Buy) | \$ 74.89 | 03/15/2006 | | A | 5,000 | 03/15/2007 03/15/2013 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HERRINGER FRANK C ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | X | | |

Signatures

/s/ N. Cris Prince
Attorney-N-Fact

03/17/2006

__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) Represents Restricted Stock Units (RSUs) that were granted pursuant to the Amgen Inc. Director Equity Incentive Program under the Company's Amended and Restated 1991 Equity Incentive Plan. RSUs vest one year from the grant date since the director has had less than three years of prior continuous service as a director. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis shortly following vesting, unless payment is otherwise deferred by the director.

(2) Includes shares equivalent to Restricted Stock Units, which were granted pursuant to the Amgen Inc. Director Equity Incentive Program under the Company's Amended and Restated 1991 Equity Incentive Plan, which were paid in shares of the Company's common stock on a one-to-one basis shortly after vesting, and which were previously identified as Restricted Stock Units on Table 1.

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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