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AMGEN INC
Form 424B3
June 06, 2002

Filed pursuant to Rule 424(b) (3)
Registrant No. 333-88834

Prospectus Supplement No. 1 dated June 6, 2002
(To Prospectus dated May 31, 2002)

\$3,950,000,000
AMGEN INC.
Liquid Yield Option(TM) Notes due 2032
(Zero Coupon--Senior)
and Shares of Common Stock Issuable Upon Conversion
of the Liquid Yield Option(TM) Notes

This document supplements the prospectus dated May 31, 2002, as amended and supplemented through the date hereof, relating to the resale by the holders of Liquid Yield Option(TM) Notes (Zero Coupon--Senior) (the "LYONs") due March 1, 2032 and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 31, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The table presented below sets forth information as of the date of this prospectus supplement about the principal amount at maturity of the LYONs and the underlying common stock beneficially owned by each selling security holder that may be offered using the prospectus. All of the information set forth in the table has been provided by the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. However, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their LYONs since the date on which they provided the information regarding their LYONs.

The table of selling security holders contained on pages 42-45 of the prospectus dated May 31, 2002 is hereby amended and replaced by the table set forth below.

NAME	PRINCIPAL AMOUNT OF LYONs BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	COMMON STOCK OFFERED (1)	LYONs OWNED AFTER COMPLETION OF OFFERING (2)	COMMON STOCK OWNED AFTER COMPLETION OF OFFERING (3)
-----	-----	-----	-----	-----	-----
Aid Association for Lutherans, as successor to Lutheran Brotherhood.....	11,000,000	97,461.1	97,461.1	-0-	
Akela Capital Master Fund, LLC.....	2,000,000	17,720.2	17,720.2	-0-	
Allstate Insurance Company.....	21,900,000 (4)	478,336.2 (4)	194,036.2 (4)	-0- (4)	284,

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Allstate Life Insurance Company.....	21,900,000 (4)	478,336.2 (4)	194,036.2 (4)	-0- (4)	284,
Alpha U.S. Sub Fund VIII, LLC.....	2,300,000	20,378.2	20,378.2	-0-	
Amerisure Mutual Insurance Company.....	975,000	8,638.6	8,638.6	-0-	
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.....	6,000,000	53,160.6	53,160.6	-0-	
Argent Classic Convertible Arbitrage Fund L.P.....	4,500,000	39,870.5	39,870.5	-0-	
Argent LowLev Convertible Arbitrage Fund Ltd.....	13,500,000	119,611.4	119,611.4	-0-	

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NAME	PRINCIPAL AMOUNT OF LYONS BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	COMMON STOCK OFFERED (1)	LYONS OWNED AFTER COMPLETION OF OFFERING (2)	COMMON STOCK OWNED AFTER COMPLETION OF OFFERING (2)	RELAT
Aristeia International Limited	26,950,000	238,779.7	238,779.7	-0-	--	
Aristeia Trading LLC.....	8,050,000	71,323.8	71,323.8	-0-	--	
Associated Electric & Gas Insurance Services Limited...	3,000,000	26,580.3	26,580.3	-0-	--	
Banc of America Securities LLC	9,281,000	82,230.6	82,230.6	-0-	--	
Bank Austria Cayman Islands, Ltd.....	4,500,000	39,870.5	39,870.5	-0-	--	
Bank of America Pension Plan..	2,500,000	22,150.3	22,150.3	-0-	--	
Bear, Stearns & Co. Inc.....	9,500,000	84,171.0	84,171.0	-0-	--	
Black Diamond Capital I, Ltd..	2,432,000	21,547.8	21,547.8	-0-	--	
Black Diamond Convertible Offshore LDC.....	15,296,000	135,524.1	135,524.1	-0-	--	
Black Diamond Offshore Ltd....	8,647,000	76,613.3	76,613.3	-0-	--	
Canyon Capital Arbitrage Masterfund, Ltd.....	3,750,000	33,225.4	33,225.4	-0-	--	
Canyon Mac 18, Ltd. (RMF).....	625,000	5,537.6	5,537.6	-0-	--	
Canyon Value Realization Fund (Cayman), Ltd.....	5,625,000	49,838.1	49,838.1	-0-	--	
Canyon Value Realization Fund, L.P.....	2,500,000	22,150.3	22,150.3	-0-	--	
CDC Ixis Paris.....	15,000,000	132,901.5	132,901.5	-0-	--	
Cobra Master Fund, Ltd.....	1,500,000	13,290.2	13,290.2	-0-	--	
Continental Assistance Company on behalf of its Separate Account E.....	7,200,000	63,792.7	63,792.7	-0-	--	
Continental Casualty Company..	44,800,000	396,932.5	396,932.5	-0-	--	
Credit Lyonnais SEC USA.....	28,000,000	248,082.8	248,082.8	-0-	--	
DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89.....	13,980,000	123,864.2	123,864.2	-0-	--	
Deephaven Domestic Convertible Trading Ltd.....	165,850,000	1,469,447.6	1,469,447.6	-0-	--	
DKR Fixed Income Holding Fund Ltd.....	3,000,000	26,580.3	26,580.3	-0-	--	
Double Black Diamond Offshore LDC.....	50,469,000	447,160.4	447,160.4	-0-	--	

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First Union Securities Inc....	20,000,000	177,202.0	177,202.0	-0-	--
Franklin and Marshall College.	785,000	6,955.2	6,955.2	-0-	--
Gain Offshore Master Fund Ltd.	6,450,000	57,147.6	57,147.6	-0-	--
Global Bermuda Limited					
Partnership.....	7,000,000	62,020.7	62,020.7	-0-	--
Goldman Sachs and Company.....	14,670,000	129,977.7	129,977.7	-0-	--
Granville Capital Corporation.	45,000,000	398,704.5	398,704.5	-0-	--
HBK Master Fund, L.P.....	17,000,000	172,821.7	150,621.7	-0-	22,200
Highbridge International LLC..	148,150,000	1,312,623.8	1,312,623.8	-0-	--
HSBC Trustee, Zola Managed					
Trust.....	400,000	3,544.0	3,544.0	-0-	--
ING VP Convertible Fund.....	40,000	354.4	354.4	-0-	--
ING Convertible Fund.....	3,960,000	35,086.0	35,086.0	-0-	--
Jersey (IMA) Ltd.....	3,000,000	26,580.3	26,580.3	-0-	--
KBC Financial Products USA					
Inc.....	4,480,000	39,693.2	39,693.2	-0-	--
Lakeshore International, Ltd..	28,000,000	248,082.8	248,082.8	-0-	--
Liberty View Fund LLC.....	2,000,000	17,720.2	17,720.2	-0-	--
Liberty View Funds L.P.....	9,000,000	79,740.9	79,740.9	-0-	--
Liberty View Global					
Volatility Fund.....	26,000,000	230,362.6	230,362.6	-0-	--
Lyxor Master Fund.....	1,550,000	13,733.2	13,733.2	-0-	--

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NAME	PRINCIPAL AMOUNT OF LYONS BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	COMMON STOCK OFFERED (1)	LYONS OWNED AFTER COMPLETION OF OFFERING (2)	COMMON STOCK OWNED AFTER COMPLETION OF OFFERING (2)	RE
Lyxor Master Fund, c/o Zola Capital Management, LLC.....	4,750,000	42,085.5	42,085.5	-0-	--	
Lyxor Master Fund Ref:						
Argent/ LowLev CB.....	3,000,000	26,580.3	26,580.3	-0-	--	
Marathon Global Convertible Master Fund, Ltd.....	11,500,000	101,891.2	101,891.2	-0-	--	
Merrill Lynch International Limited.....	6,000,000	232,719.6	53,160.6	-0-	179,559	
Merrill Lynch, Pierce, Fenner & Smith, Inc.....	77,983,000	690,937.2	690,937.2	-0-	--	
Morgan Stanley & Co.....	40,000,000	354,404.0	354,404.0	-0-	--	
Nicholas Applegate Investment Grade Convertible.....	37,000	327.8	327.8	-0-	--	
NMS Services (Cayman) Inc.....	50,000,000	443,005.0	443,005.0	-0-	--	
Peoples Benefit Life						
Insurance Company Teamsters..	7,500,000	66,450.8	66,450.8	-0-	--	
Ramius Capital Group.....	500,000	4,430.1	4,430.1	-0-	--	
Ramius LP.....	1,000,000	8,860.1	8,860.1	-0-	--	
RCG Baldwin LP.....	1,500,000	13,290.2	13,290.2	-0-	--	
RCG Halifax Master Fund, Ltd..	1,500,000	13,290.2	13,290.2	-0-	--	
RCG Latitude Master Fund, Ltd.	2,500,000	22,150.3	22,150.3	-0-	--	
RCG Multi Strategy, LP.....	3,000,000	26,580.3	26,580.3	-0-	--	
SAC Capital Associates, LLC...	27,500,000	343,652.8	243,652.8	-0-	100,000	

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Salomon Smith Barney Inc.....	31,836,000	282,070.1	282,070.1	-0-	--
St. Albans Partners Ltd.....	5,000,000	44,300.5	44,300.5	-0-	--
State of Mississippi Health Care Trust Fund.....	825,000	7,309.6	7,309.6	-0-	--
State Street Bank Custodian for GE Pension Trust.....	6,405,000	56,748.9	56,748.9	-0-	--
Susquehanna Capital Group.....	5,000,000	44,300.5	44,300.5	-0-	--
TD Securities (USA) Inc.....	65,000,000	575,906.5	575,906.5	-0-	--
Teachers Insurance & Annuity Association.....	16,000,000	141,761.6	141,761.6	-0-	--
Tribeca Investments, LLC.....	60,000,000	531,606.0	531,606.0	-0-	--
UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio.....	750,000	6,645.1	6,645.1	-0-	--
UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.....	35,000,000	310,103.5	310,103.5	-0-	--
UBS Warburg LLC.....	24,060,000	213,174.0	213,174.0	-0-	--
UFJ Investments Asia Ltd.....	25,000,000	221,502.5	221,502.5	-0-	--
Wachovia Bank National Association.....	20,000,000	177,202.0	177,202.0	-0-	--
Wachovia Securities International Ltd.....	31,000,000	274,663.1	274,663.1	-0-	--
White River Securities LLC....	9,500,000	84,171.0	84,171.0	-0-	--
Worldwide Transactions Ltd....	2,156,000	19,102.4	19,102.4	-0-	--
Yield Strategies Fund I, L.P....	5,000,000	44,300.5	44,300.5	-0-	--
Yield Strategies Fund II, L.P....	5,000,000	44,300.5	44,300.5	-0-	--
Zola Partners, L.P.....	7,250,000	64,235.7	64,235.7	-0-	--
Other.....	2,524,833,000	22,370,272.0	22,370,272.0	-0-	--

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- (1)Represents shares of common stock issuable upon conversion of LYONs that are beneficially owned and offered by the selling security holder.
- (2)Assumes that all of the LYONs and/or all of the common stock into which the LYONs are convertible are sold.
- (3)Includes any position, office or other material relationship which the selling security holder has had within the past three years with Amgen or any of its predecessors or affiliates.
- (4)Allstate Insurance Company and Allstate Life Insurance Company are affiliated entities. Allstate Insurance Company is the record owner of \$4,000,000 principal amount of LYONs and Allstate Life Insurance Company is the record owner of \$17,900,000 principal amount of LYONs. Aside from the LYONs and the common stock into which the LYONs are convertible, Allstate Insurance Company is the record owner of 180,300 shares of our common stock and Allstate Insurance Company and its affiliates beneficially own an aggregate of 284,300 shares of our common stock.

See "Risk Factors" section beginning on page 8 of the prospectus to read about factors you should consider before purchasing the LYONs or our common stock.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is June 6, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.