AMAG PHARMACEUTICALS INC.

Form 4

September 09, 2013

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

OMB Number:

response...

3235-0287 January 31,

0.5

if no longer

subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Deptula Barbara

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

AMAG PHARMACEUTICALS

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 100 HAYDEN AVENUE

09/06/2013

INC. [AMAG]

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Indirect

Beneficial

Ownership

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

LEXINGTON, MA 02421

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following

(Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Common Stock

09/06/2013

Code V Amount (D) Price 1,725 A Α

(1)(2)

(3) 1,725

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number proof 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 24.82	09/06/2013		A	6,000	<u>(4)</u>	09/06/2023	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 24.82	09/06/2013		A	2,850	<u>(5)</u>	09/06/2023	Common Stock	2,850	

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Deptula Barbara						
100 HAYDEN AVENUE	X					
LEXINGTON, MA 02421						

Signatures

Nancy R. Smith, attorney-in-fact 09/09/2013

**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) Each restricted stock unit represents a contingent right to receive one share of common stock of AMAG Pharmaceuticals, Inc. (the "Issuer").
- These shares of common stock are issuable pursuant to a grant of restricted stock units pursuant to the Issuer's Third Amended and Restated 2007 Equity Incentive Plan (the "Plan") that vests in eight equal monthly installments commencing on October 1, 2013; however, delivery of the shares is deferred until the earlier of (a) three years from the date of grant and (b) the date of the director's separation from service to the Issuer.
- (3) Not applicable.
- Grant of stock option pursuant to the Plan. This option vests and becomes exercisable in twenty-four equal monthly installments over two years from the date of grant.

(5)

Reporting Owners 2

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Grant of stock option pursuant to the Plan. This option vests and becomes exercisable in eight equal monthly installments commencing on October 1, 2013.

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.