

AMGEN INC

Form 4

March 04, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bradway Robert A

(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)
03/02/2016

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)

Chairman, CEO and President

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)
Common Stock	03/02/2016		A	113,175	A \$ 0	383,102	D
Common Stock	03/02/2016		M	20,000	A \$ 50.44	403,102	D
Common Stock	03/02/2016		S	20,000	D \$ 146.4783 (1)	383,102 (2)	D
Common Stock	03/02/2016		M	64,000	A \$ 50.44	447,102	D
	03/02/2016		F	43,799	D \$ 148.39		D

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Common Stock 403,303 ⁽³⁾
(4) (5)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nqso (Right to Buy)	\$ 50.44	03/02/2016		M	20,000	04/28/2010 04/28/2016	Common Stock 20,000
Nqso (Right to Buy)	\$ 50.44	03/02/2016		M	64,000	04/28/2010 04/28/2016	Common Stock 64,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bradway Robert A ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799	X Chairman, CEO and President

Signatures

/s/ Andrea A. Robinson, Attorney-in-Fact for Mr. Bradway 03/04/2016
 __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)

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The price reported is an average price. The prices ranged from \$146.41 to \$146.72 per share. Full information regarding the number of shares purchased at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

- (2) Open market exercise of 20,000 stock options expiring April 28, 2016 wherein a portion of the cash received as a result of the exercise of these options was used to cover the option exercise price and the remaining balance was remitted in full by the Company to the appropriate California and federal taxing authorities to cover the reporting person's tax liability arising from the reported transactions.

- (3) Non-market exercise of 64,000 stock options expiring April 28, 2016 wherein 43,799 shares issuable pursuant to the exercise of these options were withheld by the Company to cover the option exercise price and statutory tax withholding, with the remaining shares delivered to the reporting person.

- (4) These shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 7,119 RSUs which vest on 4/27/2016; 6,356 RSUs which vest on 1/28/2017; 10,139 RSUs which vest in two installments of 4,994 and 5,145 on 1/31/2017 and 1/31/2018, respectively; and 13,398 shares which vest in two equal installments of 4,421 on 1/30/2017 and 1/30/2018 and one installment of 4,556 on 1/30/2019. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

- (5) These shares include 1,555 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.

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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