

AMGEN INC
Form 4
May 05, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Such Annette Louise

(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)

05/03/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Finance and CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 | 05/03/2016 | | A | 575 ⁽¹⁾ A \$ 0 | 10,414 ⁽²⁾ ⁽³⁾ | D | |

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

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

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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Nqso (Right to Buy) | \$ 156.35 | 05/03/2016 | | A | 4,900 | 05/03/2018 ⁽⁴⁾ 05/03/2026 | Common Stock 4,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Such Annette Louise ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | VP, Finance and CAO |

Signatures

/s/ Annette L.
Such 05/05/2016

 **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) 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 5/3/2018, 5/3/2019 and 5/3/2020, respectively.
- These shares include the following RSUs granted under the Company's equity plans: 104 RSUs which vest on 4/26/2017; 195 RSUs which vest in one installment of 96 on 4/25/2017 and one installment of 99 on 4/25/2018; 1,991 RSUs which vest in two equal installments of 657 on 8/1/2016 and 8/1/2017 and one installment of 677 on 8/1/2018; 285 RSUs which vest in 2 equal installments of 94 on 4/24/2017 and 4/24/2018 and one installment of 97 on 4/24/2019; 1,191 RSUs which vest in 2 equal installments of 393 on 4/24/2017 and 4/24/2018 and one installment of 405 on 4/24/2019; and 575 RSUs which vest in installments of 189 on 5/3/2018, 190 on 5/3/2019 and 196 on 5/3/2020. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.
- (2) These shares include 120 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. Amended and Restated 2009 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 amount.
- (3) These non-qualified stock options are exercisable in three installments of 33%, 33% and 34% on 5/3/2018, 5/3/2019 and 5/3/2020, 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.

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