

AMGEN INC

Form 4

February 05, 2015

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 *
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)
02/05/2015

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) (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	02/05/2015		M	5,000 A	\$ 42.13 25,449	D	
Common Stock	02/05/2015		F	1,391 D	\$ 151.45 24,058 ⁽¹⁾	D	
Common Stock	02/05/2015		P	1,500 A	\$ 152.29 2,000	I	The Julia Herringer 2012 Trust
Common Stock	02/05/2015		P	1,500 A	\$ 152.29 2,000	I	The Sarah Herringer 2012 Trust
					6,152	I	

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Common
Stock

Frank C &
Maryellen
C
Herringer
1995
Family
Trust

Common
Stock

7,000 I

Frank C.
Herringer
1995
Family
Trust

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

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SEC 1474
(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)	8. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nqso (Right to Buy)	\$ 42.13	02/05/2015		M	5,000	04/29/2008	04/29/2015	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/ Andrea A. Robinson, Attorney-in-Fact for Mr.
Herringer

02/05/2015

____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).

Non-market net exercise of 5,000 stock options expiring April 29, 2015 wherein 1,391 shares issuable pursuant to the exercise of these options were withheld by the Company to cover the option exercise price, with the remaining shares delivered to the reporting person.

- (1) These shares include 881 Dividend Equivalent (DEs) granted pursuant to the Director Program and subject to a qualifying dividend reinvestment plan. DEs are credited on the director's vested but deferred Restricted Stock Units and are paid out in shares of the Company's common stock on a one-to-one basis 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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