

AMGEN INC  
Form 4  
April 30, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Michael A Kelly

(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)  
04/28/2009

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)  
VP Finance & CAO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 04/28/2009                           |  | A                              | 1,257 A \$ 0  | 1,257   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 10,582 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 174,2649 <sup>(3)</sup>   | I  | 401(k) Plan                       |
| Common Stock                    |                                      |  |                                |   | 50  | I  | Michael & Bonnie Kelly 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nqso (Right to Buy)                        | \$ 50.44   | 04/28/2009                           |  | A                              | 8,800   | 04/28/2010 <sup>(4)</sup> 04/28/2016                     | Common Stock  | 8,800                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Michael A Kelly<br>ONE AMGEN CENTER DRIVE<br>THOUSAND OAKS, CA 91320-1799 |               |           | VP Finance & CAO |       |

## Signatures

/s/ Michael A.  
Kelly 04/29/2009

\*\*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 Company's Amended and Restated 1991 Equity Incentive Plan (the "1991 Plan"). RSUs vest in four equal annual installments as follows: 314 RSUs on each of 4/28/2010, 4/28/2011 and 4/28/2012 and 315 RSUs on 4/28/2013. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis unless payment is otherwise deferred by the reporting person.

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- These shares include the following RSUs issued under the 1991 Plan: 7,500 RSUs which vest in 3 equal annual installments of 2,500 each commencing 7/31/2009; and 2,286 RSUs which vest in 4 annual installments as follows: 571 RSUs on 4/29/2009 and 4/29/2011 and 572 RSUs on 572 RSUs on 4/29/2010 and 4/29/2012. Vested RSUs issued under the 1991 Plan are paid in shares of the Company's Common Stock on a one-to-one basis, unless deferred by the reporting person.
- (2)
  - (3) These are shares acquired under the Company's 401(k) Plan and represent interests in the Company's stock fund as of this filing.
  - (4) These shares are exercisable in four equal annual installments of 25% each commencing 04/28/2010.

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.