

Bonventre Joseph Vincent
Form 4
May 25, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bonventre Joseph Vincent

2. Issuer Name **and** Ticker or Trading
Symbol
AMAG PHARMACEUTICALS
INC. [AMAG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2011

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

C/O AMAG
PHARMACEUTICALS, INC., 100
HAYDEN AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 (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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

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
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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)

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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) | | 8. D S (I | |
|---|---|---|---|---|---|--|-----|---|--------------------|--------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 15.41 | 05/24/2011 | | A | | 3,800 | | <u>(1)</u> | 05/24/2021 | Common Stock | 3,800 |
| Restricted Stock Unit | <u>(3)</u> | 05/24/2011 | | A | | 1,900 | | <u>(4)</u> | <u>(5)</u> | Common Stock | 1,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Bonventre Joseph Vincent C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421 | X |

Signatures

Joseph L. Farmer,
attorney-in-fact

05/25/2011

__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) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This option will vest and become exercisable in twelve equal monthly installments over one year from the date of grant.

(2) Price is not applicable.

(3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(4) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant will vest in equal monthly installments over one year from the date of grant; however, delivery of the shares is deferred until the earlier of (a) three years from the date of grant or (b) the date the reporting person no longer serves as a member of the Board of Directors of AMAG Pharmaceuticals, Inc.

(5) Not applicable.

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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