

ALLEN LEE F MD PhD

Form 4

August 12, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALLEN LEE F MD PhD

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Medical Officer and EVP

(Street)
LEXINGTON, MA 02421

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/11/2011		C		1,250 (1)	A (2)	4,523	D	
Common Stock	08/11/2011		C		5,000 (1)	A (2)	9,523	D	
Common Stock	08/11/2011		S		1,959 (3)	D \$ 15.04	7,564	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**

SEC 1474
(9-02)

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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. Pr
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Unit	(4)	08/11/2011		C	1,250	(5)	(2)	Common Stock 1,250
Restricted Stock Unit	(4)	08/11/2011		C	5,000	(6)	(2)	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALLEN LEE F MD PhD C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421	Chief Medical Officer and EVP

Signatures

Joseph L. Farmer,
attorney-in-fact 08/12/2011

**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) The shares were acquired by the reporting person as a result of the partial vesting of a restricted stock unit grant described below.

(2) Not applicable.

(3) The restricted stock units were scheduled to vest on August 6 and August 5, 2011, respectively. However, due to Company's black out policies and certain tax laws, both installments vested on August 11, 2011.

(4) Each restricted stock unit represents a contingent right to receive one share of common stock.

(5)

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Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Amended and Restated 2000 Stock Plan. The grant vested in four equal, annual installments commencing August 8, 2008.

- (6) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests as follows: 50% on August 5, 2010, 25% on August 5, 2011 and the remaining 25% on August 5, 2012.

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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