

AMGEN INC
Form 4
May 03, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Meline David W

(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)

05/01/2017

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)

EVP & CFO

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	05/01/2017		A	(A) or (D) Amount 4,305 (1)	Price \$ 0	55,227 (2) (3)	D

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

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Nqso (Right to Buy)	\$ 162.6	05/01/2017		A	38,126	05/01/2019 ⁽⁴⁾ 05/01/2027	Common Stock 38,126

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Meline David W ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799	EVP & CFO

Signatures

Andrea A. Robinson, Attorney-in-Fact for Mr.
Meline
05/03/2017

**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) These Restricted Stock Units (RSUs) were granted under the Amgen Inc. 2009 Amended and Restated Equity Incentive Plan and vest in three installments of 33%, 33% and 34% on 5/1/2019, 5/1/2020 and 5/1/2021, respectively.
These shares include the following RSUs granted under the Company's equity plans: 27,081 RSUs which vest in one installment of 13,540 on 8/1/2017 and one installment of 13,541 on 8/1/2018; 2,640 RSUs which vest in one installment of 1,300 on 1/30/2018 and one installment of 1/340 on 1/30/2019; 4,477 RSUs which vest in two equal installments of 1,477 on 5/3/2018 and 5/3/2019 and one installment of 1,523 on 5/3/2020; and 4,305 RSUs which vest in installments of 1,420 on 5/1/2019, 1,421 on 5/1/2020 and 1,464 on 5/1/2021. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.
- (2) These shares include 1,995 Dividend Equivalents (DEs) granted pursuant to the Amgen Inc. 2009 Amended and Restated Equity Incentive Plan and subject to a qualifying dividend reinvestment plan. DEs are credited on the reporting persons' 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 share amount.
- (3) These non-qualified stock options are exercisable in three installments of 33%, 33% and 34% on 5/1/2019, 5/1/2020 and 5/1/2021, 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. 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.