

Dittrich Thomas J.W.
 Form 4
 February 01, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Dittrich Thomas J.W.

2. Issuer Name and Ticker or Trading Symbol
 AMGEN INC [AMGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE AMGEN CENTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Finance & CAO

THOUSAND OAKS, CA 91320
 (City) (State) (Zip)

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

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 |
| Common Stock | 01/30/2012 | | M | | 11,000 | A | \$ 62.55 |
| Common Stock | 01/30/2012 | | M | | 9,000 | A | \$ 42.13 |
| Common Stock | 01/30/2012 | | M | | 4,000 | A | \$ 50.44 |
| Common Stock | 01/30/2012 | | M | | 2,150 | A | \$ 58.43 |
| Common Stock | 01/30/2012 | | S | | 26,150 | D | \$ 68.2574 |
| | | | | | | | 11,952 ⁽²⁾ |
| | | | | | | | <u>(1)</u> |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Nqso (Right to Buy) | \$ 62.55 | 01/30/2012 | | M | 11,000 | 04/26/2008 04/26/2014 | | Common Stock | 11,000 |
| Nqso (Right to Buy) | \$ 42.13 | 01/30/2012 | | M | 9,000 | 04/29/2009 04/29/2015 | | Common Stock | 9,000 |
| Nqso (Right to Buy) | \$ 50.44 | 01/30/2012 | | M | 4,000 | 04/28/2010 04/28/2016 | | Common Stock | 4,000 |
| Nqso (Right to Buy) | \$ 58.43 | 01/30/2012 | | M | 2,150 | 04/26/2011 04/26/2020 | | Common Stock | 2,150 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dittrich Thomas J.W. ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320 | | | VP, Finance & CAO | |

Signatures

/s/ Thomas J.W.
Dittrich

01/31/2012

**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 price reported is an average price. The prices ranged from \$68.21 to \$68.29 per share. Full information regarding the number of shares sold at each separate price within the range set forth above is available upon request by the SEC staff, the issuer or a security holder of the issuer.

(2) The shares include the following Restricted Stock Units (RSUs) granted under the Company's equity plans: 857 RSUs which fully vest on 4/29/2012; 572 RSUs which vest in two equal annual installments of 286 each commencing 4/28/2012; 922 RSUs which vest in two equal installments of 307 each on 4/26/2012 and 4/26/2013 and one installment of 308 on 4/26/2014; and 1,714 RSUs which vest in annual installments of 565, 566 and 583 on 4/25/2013, 4/25/2014 and 4/25/2015, respectively. Vested RSUs will be paid in shares of the Company's common stock on a one-to-one basis.

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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