

AMGEN INC
Form 4
July 26, 2005

FORM 4

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

OMB APPROVAL

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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 *
MORROW GEORGE J

(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)
07/25/2005

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)
Exe VP, Global Commercial Ops

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 | 07/25/2005 | | M | | 29,999 | A | \$ 38.36 |
| Common Stock | 07/25/2005 | | M | | 193,336 | A | \$ 60 |
| Common Stock | 07/25/2005 | | M | | 80,000 | A | \$ 61.67 |
| Common Stock | 07/25/2005 | | S | | 5,000 | D | \$ 80.93 |
| Common Stock | 07/25/2005 | | S | | 25,000 | D | \$ 80.99 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 07/25/2005 | S | 3,000 | D | \$ 80.99 | 280,335 | D |
| Common Stock | 07/25/2005 | S | 10,000 | D | \$ 81 | 270,335 | D |
| Common Stock | 07/25/2005 | S | 10,000 | D | \$ 81.01 | 260,335 | D |
| Common Stock | 07/25/2005 | S | 28,000 | D | \$ 81.02 | 232,335 | D |
| Common Stock | 07/25/2005 | S | 15,000 | D | \$ 81.05 | 217,335 | D |
| Common Stock | 07/25/2005 | S | 39,000 | D | \$ 81.07 | 178,335 | D |
| Common Stock | 07/25/2005 | S | 22,000 | D | \$ 81.09 | 156,335 | D |
| Common Stock | 07/25/2005 | S | 13,000 | D | \$ 81.1 | 143,335 | D |
| Common Stock | 07/25/2005 | S | 10,000 | D | \$ 81.15 | 133,335 | D |
| Common Stock | 07/25/2005 | S | 73,335 | D | \$ 81.2 | 60,000 | D |
| Common Stock | 07/25/2005 | S | 10,000 | D | \$ 81.21 | 50,000 | D |
| Common Stock | 07/25/2005 | S | 10,000 | D | \$ 81.21 | 40,000 | D |
| Common Stock | 07/25/2005 | S | 5,000 | D | \$ 81.22 | 35,000 | D |
| Common Stock | 07/25/2005 | S | 15,000 | D | \$ 81.24 | 20,000 | D |
| Common Stock | 07/25/2005 | S | 10,000 | D | \$ 81.25 | 10,000 | D |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|------------------------|----------|------------|---|-----------|---------------------------|-----------------|--------------|----------------------|
| | | | Code | V (A) (D) | | | | |
| NQSO (Right to Buy) | \$ 38.36 | 07/25/2005 | M | 29,999 | 07/01/2003 ⁽¹⁾ | 07/01/2009 | Common Stock | 29,999 |
| NQSO (Right to Buy) | \$ 60 | 07/25/2005 | M | 193,336 | 01/19/2005 | 01/19/2008 | Common Stock | 193,336 |
| NQSO (Right to Buy) | \$ 61.67 | 07/25/2005 | M | 80,000 | 07/02/2002 ⁽²⁾ | 07/02/2008 | Common Stock | 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORROW GEORGE J ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | | Exe VP, Global Commercial Ops | |

Signatures

/s/ George J
Morrow 07/26/2005

__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) (GJM 7/1/2002) The remaining option is exercisable as follows: 30,000 on July 1, 2006; and 27,394 shares on July 1, 2007.
- (2) (GJM 7/2/2001) The option is exercisable in four equal installments of 20,000 each beginning July 2, 2002 and a final installment of 18,379 shares on July 2, 2006.

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.