

FRITZKY EDWARD V

Form 4

February 02, 2005

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRITZKY EDWARD V

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)
02/01/2005

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

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

THOUSAND
OAKS, CA 91320-1799

(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	(A) or (D)	Price			
Common Stock	02/01/2005		M		208,000	A	\$ 57.94	447,225 <u>(1)</u>	D	
Common Stock	02/01/2005		G	V	3,660	D	\$ 0	443,565 <u>(1)</u>	D	
Common Stock	02/01/2005		S		29,340	D	\$ 62.5604	414,225 <u>(1)</u>	D	
Common Stock	02/01/2005		S		25,000	D	\$ 62.6511	389,225 <u>(1)</u>	D	
Common Stock	02/01/2005		S		25,000	D	\$ 62.7916	364,225 <u>(1)</u>	D	

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Common Stock	02/01/2005	S	25,000	D	\$ 62.4186	339,225 ⁽¹⁾	D
Common Stock	02/01/2005	S	25,000	D	\$ 62.4233	314,225 ⁽¹⁾	D
Common Stock	02/01/2005	S	25,000	D	\$ 62.3	289,225 ⁽¹⁾	D
Common Stock	02/01/2005	S	15,000	D	\$ 62.3434	274,225 ⁽¹⁾	D
Common Stock	02/01/2005	S	10,000	D	\$ 62.2875	264,225 ⁽¹⁾	D
Common Stock	02/01/2005	S	25,000	D	\$ 62.5201	239,225 ⁽¹⁾	D

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

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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)

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 of Underlying Securities (Instr. 3 and 4)
NQSO (Right to Buy)	\$ 57.94	02/01/2005		M	208,000	07/15/2002 02/07/2011	Common Stock 204,340

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRITZKY EDWARD V ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799	X

Signatures

/s/ Edward V.
Fritzky

02/01/2005

__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) (EVF 1.19.05) Does not include (i) 528 shares indirectly held by report person's son, (ii) 528 shares indirectly held by reporting person's daughter, and (iii) 5,677 shares indirectly held by reporting person's 401(k) Plan as of January 19, 2005.

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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