

SHARER KEVIN W

Form 4

May 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARER KEVIN 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)
04/29/2005

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)
Chairman of the Bd, CEO & Pres

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	(A) or (D)	Price		
Common Stock	04/29/2005		M		3,052	A	\$ 16.375	3,052	D
Common Stock	04/29/2005		M		1,642	A	\$ 30.4375	4,694	D
Common Stock	04/29/2005		M		2,608	A	\$ 38.36	7,302	D
Common Stock	04/29/2005		M		22,358	A	\$ 30.4375	29,660	D
Common Stock	04/29/2005		M		4,000	A	\$ 38.36	33,660	D

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Common Stock	04/29/2005	G	V	33,660 ⁽¹⁾	D	\$ 0	0	D	
Common Stock	04/29/2005	G	V	33,660 ⁽¹⁾	A	\$ 0	66,751 ⁽²⁾	I	Living Trust
Common Stock	04/29/2005	I		3,224.201	A	\$ 0	3,224.201 ⁽³⁾	I	By 401(k) Plan

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
ISO (Right to Buy)	\$ 16.375	04/29/2005		M	3,052	07/01/2003 07/01/2005	Common Stock 3,052
ISO (Right to Buy)	\$ 30.4375	04/29/2005		M	1,642	07/01/2004 07/01/2006	Common Stock 1,642
ISO (Right to Buy)	\$ 38.36	04/29/2005		M	2,608	07/01/2003 07/01/2009	Common Stock 2,608
NQSO (Right to Buy)	\$ 30.4375	04/29/2005		M	22,358	07/01/2001 07/01/2006	Common Stock 22,358
NQSO (Right to Buy)	\$ 38.36	04/29/2005		M	4,000	07/01/2003 07/01/2009	Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARER KEVIN W ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799	X		Chairman of the Bd, CEO & Pres	

Signatures

/s/ N. Cris Prince, By Power of Attorney

05/02/2005

____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) (KWS 4.29.05) Transfer of shares into reporting person's living trust.

(2) (KWS 2.14.05) The amount of the Company's Common Stock beneficially owned has been adjusted to reflect an acquisition by the reporting person of the Company's Common Stock under the 423(b) Plan in a transaction exempt pursuant to Rule 16a-3(f)(1)(k)(B) and subsequent transfer of such shares to reporting person's living trust.

(3) (KWS 401(k)) These are units acquired under the Company's 401(k) Plan and represent interests in the Company's stock fund.

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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