

AMAG PHARMACEUTICALS INC.

Form 4

February 11, 2008

**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 \*  
**LEWIS JEROME M**

(Last) (First) (Middle)

**C/O AMAG  
PHARMACEUTICALS, INC., 125  
CAMBRIDGE PARK DRIVE**

(Street)

**CAMBRIDGE, MA 02140**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMAG PHARMACEUTICALS  
INC. [AMAG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/07/2008**

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)  
VP of Scientific Opertaions

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2008		S <sup>(1)</sup>		1,750	D	\$ 52.99 <u>(2)</u>
Common Stock	02/07/2008		M		1,000	A	\$ 0 2,042
Common Stock	02/07/2008		M		625	A	\$ 8.42 2,667
Common Stock	02/07/2008		M		750	A	\$ 10.87 3,417

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Common Stock	02/07/2008	M	750	A	\$ 14.24	4,167	D <sup>(3)</sup>
Common Stock	02/07/2008	M	1,000	A	\$ 16.8	5,167	D <sup>(3)</sup>
Common Stock	02/07/2008	M	1,000	A	\$ 9.11	6,167	D <sup>(3)</sup>
Common Stock	02/07/2008	M	6,778	A	\$ 19.98	12,945	D <sup>(3)</sup>
Common Stock	02/07/2008	M	5,222	A	\$ 19.98	18,167	D <sup>(3)</sup>

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 (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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.42	02/07/2008		M	625	<sup>(4)</sup> 08/12/2013	Common Stock	625
Employee Stock Option (Right to Buy)	\$ 10.87	02/07/2008		M	750	<sup>(5)</sup> 02/03/2014	Common Stock	750
Employee Stock Option (Right to Buy)	\$ 14.24	02/07/2008		M	750	<sup>(6)</sup> 08/03/2014	Common Stock	750

Employee Stock Option (Right to Buy)	\$ 16.8	02/07/2008	M	1,000	(7)	02/01/2015	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 9.11	02/07/2008	M	1,000	(8)	11/15/2015	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 19.98	02/07/2008	M	6,778	(9)	02/07/2016	Common Stock	6,778
Employee Stock Option (Right to Buy)	\$ 19.98	02/07/2008	M	5,222	(10)	02/07/2016	Common Stock	5,222
Restricted Stock Unit	(11)	02/07/2008	M	1,000	(11)	(11)	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS JEROME M C/O AMAG PHARMACEUTICALS, INC. 125 CAMBRIDGE PARK DRIVE CAMBRIDGE, MA 02140			VP of Scientific Operations	

## Signatures

/s/ Joseph L. Farmer, attorney-in-fact  
02/11/2008

\_\_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 sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share ranged from \$52.76 to \$53.30.
- (3) Mr. Lewis owns such shares jointly with his spouse.
- (4)

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Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. (the "Company") Amended and Restated 2000 Stock Plan (the "2000 Plan"). This option was exercisable in four equal annual installments. The final installment became exercisable on August 12, 2007.

- (5) Grant of stock option pursuant to the Company's 2000 Plan. This option was exercisable in four equal annual installments. The final installment became exercisable on February 3, 2008.
- (6) Grant of stock option pursuant to the Company's 2000 Plan. This option is exercisable in four equal annual installments. The first three installments became exercisable on August 3, 2005, August 3, 2006, and August 3, 2007. The final installment will become exercisable on August 3, 2008.
- (7) Grant of stock option pursuant to the Company's 2000 Plan. This option is exercisable in four equal annual installments. The first three installments became exercisable on February 1, 2006, February 1, 2007, and February 1, 2008. The final installment will become exercisable on February 1, 2009.
- (8) Grant of stock option pursuant to the Company's 2000 Plan. This option is exercisable in four equal annual installments. The first two installments became exercisable on November 15, 2006 and November 15, 2007. The remaining installments will become exercisable on November 15, 2008 and November 15, 2009.
- (9) Grant of stock option pursuant to the Company's 2000 Plan. This option was exercisable in four semi-annual installments. The final installment became exercisable on February 7, 2008.
- (10) Grant of incentive stock option pursuant to the Company's 2000 Plan. This option was exercisable in four semi-annual installments. The final installment became exercisable on February 7, 2008.
- (11) Grant of restricted stock units pursuant to the Company's 2000 Plan. This restricted stock unit grant vests in four equal annual installments. The first two installments vested on February 7, 2007 February 7, 2008. The final installments vest on February 7, 2009 and February 7, 2010. Restricted stock unit grants do not have an exercise price. Upon each vesting date, the amount of underlying shares of common stock corresponding to such vested installment are issued to the reporting person.

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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