

Townsend Scott B  
Form 4  
March 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Townsend Scott B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 HAYDEN AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, General Counsel

LEXINGTON, MA 02421

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/28/2013		A		4,400 (1) (2)	A (3)	4,400 D
Common Stock	02/28/2013		A		7,500 (1) (4)	A (3)	11,900 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)

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**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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.55	02/28/2013		A	26,300	<sup>(5)</sup> 02/28/2023	Common Stock	26,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Scott B 100 HAYDEN AVENUE LEXINGTON, MA 02421			SVP, General Counsel	

## Signatures

Nancy R. Smith,  
attorney-in-fact

03/04/2013

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Common Stock of AMAG Pharmaceuticals, Inc. (the "Issuer").

(2) These shares of Common Stock are issuable pursuant to a grant of restricted stock units (an "RSU Grant") pursuant to the Issuer's Second Amended and Restated 2007 Equity Incentive Plan (the "Plan") that vests over four years after the grant date as follows: (i) 25% on the first anniversary of the grant date and (ii) in equal annual installments over the next three years thereafter.

(3) Not applicable.

(4) These shares of Common Stock are issuable pursuant to a market-based RSU Grant under the Plan and will vest, if at all, based on achievement of certain target performance of the Issuer's stock price at the end of the three-year period ending December 31, 2015. The number represents the maximum number of shares that may be delivered pursuant to the award.

(5) Grant of stock option pursuant to the Plan. This option will vest and become exercisable over four years after the grant date as follows: (i) 25% vesting on the first anniversary of the grant date and (ii) the balance vesting in equal quarterly installments over the next three years thereafter.

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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