

SHARER KEVIN W
Form 4
May 03, 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 *
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 or 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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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. 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.