

AMGEN INC

Form 4

November 23, 2004

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 *
MORROW GEORGE J

(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)
11/23/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exe VP, Global Commercial Ops

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 11/23/2004 | | M | | 59,998 | A | \$ 38.36 | 69,998 | D |
| Common Stock | 11/23/2004 | | S | | 14,998 | D | \$ 59.63 | 55,000 | D |
| Common Stock | 11/23/2004 | | S | | 15,000 | D | \$ 59.6 | 40,000 | D |
| Common Stock | 11/23/2004 | | S | | 15,000 | D | \$ 59.57 | 25,000 | D |
| Common Stock | 11/23/2004 | | S | | 15,000 | D | \$ 59.55 | 10,000 | D |

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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 |
| NQSO (Right to Buy) | \$ 38.36 | 11/23/2004 | | M | 59,998 | 07/01/2003 ⁽¹⁾ 07/01/2009 | Common Stock 59,998 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| MORROW GEORGE J ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | Exe VP, Global Commercial Ops |

Signatures

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

11/23/2004

**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) (GJM-07/02-NQSO) The option becomes exercisable for 29,999 shares on July 1, 2003; 29,999 shares on July 1, 2004; 29,999 shares on July 1, 2005; 30,000 shares on July 1, 2006; 27,394 shares on July 1, 2007; respectively.

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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