AMGEN INC
Form 8-K
October 03, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 2, 2007

AMGEN INC.

(Exact name of registrant as specified in its charter)

Delaware	**000-12477**	**95-3540776**
(State or other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification Number)**

Amgen Inc.

One Amgen Center Drive

Thousand Oaks, CA		**91320-1799**
(Address of principal executive offices)		**(Zip Code)**

805-447-1000

(Registrant s telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Directors.

On October 2, 2007, the Board of Directors (the Board) of Amgen Inc. (the Company) appointed Vance D. Coffman as a director of the Company, effective immediately. Dr. Coffman is the former Chief Executive Officer and Chairman of Lockheed Martin Corporation, a high technology aerospace and defense company. Dr. Coffman will serve as a member of the Audit and Governance and Nominating Committees of the Board.

There are no transactions between Dr. Coffman or any member of his immediate family and the Company or any of its subsidiaries and there is no arrangement or understanding between Dr. Coffman and any other persons or entities pursuant to which Dr. Coffman was appointed as a director of the Company.

Upon his appointment to the Board, Dr. Coffman became entitled to a prorated portion of the non-employee directors compensation. To that end, Dr. Coffman is entitled to receive a prorated portion of the annual retainer of $55,000 and will receive $3,000 for each Board meeting he attends in person ($1,500 for telephonic attendance) and $1,500 for each committee meeting he attends in person ($750 for telephonic attendance). Dr. Coffman will also be entitled to reimbursement of his expenses, in accordance with the Company s policy, incurred in connection with attendance at Board and committee meetings and conferences with our senior management. In addition, Dr. Coffman will receive an inaugural grant of stock options to purchase 20,000 shares of the Company s common stock on the date which is two business days after the release of the Company s quarterly earnings for the third fiscal quarter. Under the provisions of the Company s Director Equity Incentive Program and 1991 Equity Incentive Plan, non-employee directors receive an annual grant of restricted stock units with a grant date fair value of $100,000 (rounded down to the nearest whole number of shares of stock) and an annual grant of stock options to purchase 5,000 shares of the Company s common stock. The exercise price of such stock options is 100% of the closing price of the Company s common stock on the grant date. Pursuant to such stock plans, the stock options and restricted stock units vest (i) on the date of grant if the non-employee director has had three years of prior continuous service as a non-employee director, or (ii) one year from the date of grant if the non-employee director has had less than three years of prior continuous service as a non-employee director.

The full text of the press release announcing Dr. Coffman s appointment is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	**Document Description**
99.1	Press release dated October 2, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMGEN INC.

Date: October 2, 2007

By: /s/ David J. Scott
Name: David J. Scott
Title: Senior Vice President,

General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Document Description
99.1	Press release dated October 2, 2007.