

AMAG PHARMACEUTICALS INC.  
Form 4  
April 16, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SULAT JAMES R

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/14/2014

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

C/O AMAG PHARMACEUTICALS, INC., 1100 WINTER STREET

(Street)

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

WALTHAM, MA 02451

(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 or Price		
Common Stock	04/14/2014		A		192 <sup>(1)</sup> <u>(2)</u>	A	(3) 192 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 17.26	04/14/2014		A	6,000	<sup>(4)</sup> 04/14/2024	Common Stock	6,000
Stock Option (Right to Buy)	\$ 17.26	04/14/2014		A	317	<sup>(5)</sup> 04/14/2024	Common Stock	317

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULAT JAMES R C/O AMAG PHARMACEUTICALS, INC. 1100 WINTER STREET WALTHAM, MA 02451	X			

## Signatures

Nancy R. Smith, attorney-in-fact for Reporting Person 04/16/2014

\*\*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").  
These shares of common stock are issuable pursuant to a grant of restricted stock units pursuant to the Issuer's Third Amended and Restated 2007 Equity Incentive Plan (the "Plan") that vests in full on May 1, 2014; however, delivery of the shares is deferred until the earlier of (a) three years from the date of grant and (b) the date of the director's separation from service to the Issuer.
- (2) Restated 2007 Equity Incentive Plan (the "Plan") that vests in full on May 1, 2014; however, delivery of the shares is deferred until the earlier of (a) three years from the date of grant and (b) the date of the director's separation from service to the Issuer.
- (3) Not applicable.
- (4) Grant of stock option pursuant to the Plan. This option vests and becomes exercisable in twenty-four equal monthly installments over two years from the date of grant.

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(5) Grant of stock option pursuant to the Plan. This option vests and becomes exercisable in full on May 1, 2014.

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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