

ALLEN LEE F MD PhD
Form 4
May 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
ALLEN LEE F MD PhD

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)
05/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Medical Officer

C/O AMAG
PHARMACEUTICALS, INC., 100
HAYDEN AVENUE

(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

LEXINGTON, MA 02421

(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	05/29/2012		C		1,354 (1) A (2) 3,583	D	
Common Stock	05/29/2012		S		1,354 (3) D (4) 2,229	D	
Common Stock	05/30/2012		C		12,500 (1) A (2) 14,729	D	
Common Stock	05/30/2012		S		12,500 (5) D (6) 2,229	D	

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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	05/29/2012		C	1,354	<u>(8)</u> <u>(2)</u>	Common Stock	1,354
Restricted Stock Unit	<u>(7)</u>	05/30/2012		C	12,500	<u>(9)</u> <u>(2)</u>	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN LEE F MD PhD C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421			EVP, Chief Medical Officer	

Signatures

Nancy R. Smith,
attorney-in-fact 05/31/2012

 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) The shares were acquired by the reporting person as a result of the partial vesting of a restricted stock unit grant described below.
- (2) Not applicable.
- (3) The restricted stock units were scheduled to lapse on February 24, 2012. However, due to Company's black out policies and certain tax laws, the shares were not delivered to the reporting person until May 29, 2012.

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The shares sold on this date were sold in multiple transactions. The actual sales prices range from \$14.111-\$14.1201. Upon request by the

(4) Securities and Exchange Commission, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each price.

(5) The restricted stock units were scheduled to lapse on January 7, 2012. However, due to Company's black out policies and certain tax laws, the shares were not delivered to the reporting person until May 30, 2012.

The shares sold on this date were sold in multiple transactions. The actual sales prices range from \$13.57-\$13.79. Upon request by the

(6) Securities and Exchange Commission, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each price.

(7) Each restricted stock unit represents a contingent right to receive one share of common stock.

Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan.

(8) This grant vests in four equal, annual installments commencing February 24, 2011. The second installment of 1,354 restricted stock units was scheduled to vest on February 24, 2012 but delivery of the shares was deferred as described herein.

Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan.

(9) This grant vests in three installments. The first installment of 12,500 restricted stock units was scheduled to vest on January 7, 2012 but delivery of the shares was deferred as described herein. The remaining two installments of 6,250 restricted stock units each will vest on January 7, 2013 and January 7, 2014, respectively.

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.