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AMGEN INC
 Form 424B3
 December 13, 2002

Filed pursuant to Rule 424(b)(3)
 Registration No. 333-88834

Prospectus Supplement No. 12 dated December 13, 2002
 (To Prospectus dated May 31, 2002)

\$3,950,000,000
 Amgen Inc.
 Liquid Yield Option(TM) Notes due 2032
 (Zero Coupon--Senior)
 and Shares of Common Stock Issuable Upon Conversion
 of the Liquid Yield Option(TM) Notes

This document supplements the prospectus dated May 31, 2002, as amended and supplemented through the date hereof, relating to the resale by the holders of Liquid Yield Option(TM) Notes (Zero Coupon--Senior) (the "LYONs") due March 1, 2032 and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 31, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The table presented below sets forth information as of the date of this prospectus supplement about the principal amount at maturity of the LYONs and the underlying common stock beneficially owned by each selling security holder that may be offered using the prospectus. All of the information set forth in the table has been provided by the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. However, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes.

The table of selling security holders contained on pages 42-45 of the prospectus dated May 31, 2002 is hereby amended and replaced by the table set forth below.

Name	Principal Amount of LYONs Beneficially Owned and Offered/(1)/	Shares of Common Stock Beneficially Owned	Common Stock Offered/(2)/	LYONs Owned After Completion of Offering/(3)/	of
1976 Distribution Trust FBO A.R.Lauder / Zinterhofer	18,000	159.5	159.5	-0-	

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1976 Distribution Trust FBO Jane A. Lauder.....	35,000	310.1	310.1		
2000 Revocable Trust FBO A.R. Lauder / Zinterhofer	18,000	159.5	159.5		
ABC Ltd.	175,000	1,550.5	1,550.5		
Absolute Return Fund Ltd.	5,941,000	52,637.9	52,637.9		
Advent Convertible Master Cayman L.P.	6,242,000	55,304.7	55,304.7		
Aid Association for Lutherans, as successor to Lutheran Brotherhood	11,000,000	97,461.1	97,461.1		
Akela Capital Master Fund, LLC.....	2,000,000	17,720.2	17,720.2		
Alembic Inc.	140,000	1,240.4	1,240.4		
Allentown City Firefighters Pension Plan...	62,000	549.3	549.3		
Allentown City Officers & Employees Pension Fund.....	45,000	398.7	398.7		
Allentown City Police Pension Plan.....	74,000	655.7	655.7		
Allgemeine Pensionskasse der Swissair Group.....	1,200,000	10,632.1	10,632.1		
Allstate Insurance Company.....	21,900,000/ (5) /	478,336.2/ (5) /	194,036.2/ (5) /		
Allstate Life Insurance Company.....	21,900,000/ (5) /	478,336.2/ (5) /	194,036.2/ (5) /		
Alpha US Sub Fund 4, LLC.....	675,000	5,980.6	5,980.6		
Alpha U.S. Sub Fund VIII, LLC.....	2,300,000	20,378.2	20,378.2		
American Motorist Insurance Company.....	1,396,000	12,368.7	12,368.7		
Amerisure Mutual Insurance Company.....	975,000	8,638.6	8,638.6		
Arapahoe County Colorado.....	135,000	1,196.1	1,196.1		

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Arbitex Master Fund L.P.....	8,000,000	70,880.8	70,880.8	-0-	-	None
Argent Classic Convertible Arbitrage Fund L.P.....	4,500,000	39,870.5	39,870.5	-0-	-	None
Argent Classic Convertible Arbitrage Fund (Bermuda)						

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Ltd.....	6,000,000	53,160.6	53,160.6	-0-	-	None
Argent LowLev Convertible Arbitrage Fund Ltd	13,500,000	119,611.4	119,611.4	-0-	-	None
Aristeia International Limited	26,950,000	238,779.7	238,779.7	-0-	-	None
Aristeia Trading LLC.....	8,050,000	71,323.8	71,323.8	-0-	-	None
Arlington County Employees Retirement System.....	1,470,000	13,024.4	13,024.4	-0-	-	None
Asset Insurance Company Ltd.....	615,000	5,449.0	5,449.0	-0-	-	None
Associated Electric & Gas Insurance Services Limited	3,000,000	26,580.3	26,580.3	-0-	-	None
Atlantic Trust Company.....	4,720,000	323,301.7	41,819.7	-0-	281,482	None
Auspicias Ltd.....	430,000	3,809.9	3,809.9	-0-	-	None
Banc of America Securities LLC.....	21,281,000	188,551.8	188,551.8	-0-	-	None
Bank Austria AG.....	240,000	2,126.4	2,126.4	-0-	-	None
Bank Austria Cayman Islands, Ltd.....	4,500,000	39,870.5	39,870.5	-0-	-	None
Bank Hapoalim, B.M.....	6,000,000	53,160.0	53,160.6	-0-	-	None
Bank of America Pension Plan.....	2,500,000	22,150.3	22,150.3	-0-	-	None
Barclays Global Investors Ltd.	1,500,000	13,290.2	13,290.2	-0-	-	None
Bay State Insurance Company Ltd.	340,000	3,012.4	3,012.4	-0-	-	None
Beamtenversicherung-skasse des Kantons Zurich.....	10,900,000	96,575.1	96,575.1	-0-	-	None
Bear Stearns International Limited.....	21,835,000	193,460.3	193,460.3	-0-	-	None
Bear, Stearns & Co. Inc.....	9,500,000	84,171.0	84,171.0	-0-	-	None
BGI Global Investors c/o Forest Investment Mngt. L.L.C.	685,000	6,069.2	6,069.2	-0-	-	None
Black Diamond Capital I, Ltd.....	2,432,000	21,547.8	21,547.8	-0-	-	None
Black Diamond Convertible Offshore LDC.....	15,296,000	135,524.1	135,524.1	-0-	-	None
Black Diamond Offshore						

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Ltd.....	8,647,000	76,613.3	76,613.3	-0-	-	None
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British Virgin Islands Social Security Board.....	196,000	1,736.6	1,736.6	-0-		
BT Equity Opportunity	3,200,000	28,352.3	28,352.3	-0-		
BTES-Convertible Arb	1,000,000	8,860.1	8,860.1	-0-		
Canyon Capital Arbitrage Masterfund, Ltd...	3,750,000	33,225.4	33,225.4	-0-		
Canyon Mac 18, Ltd. (RMF).....	625,000	5,537.6	5,537.6	-0-		
Canyon Value Realization Fund (Cayman), Ltd.....	5,625,000	49,838.1	49,838.1	-0-		
Canyon Value Realization Fund, L.P.....	2,500,000	22,150.3	22,150.3	-0-		
Cater Allen International Limited	90,000,000	1,059,509.0	797,409.0	-0-		
The Captive Fixed Income Fund	1,110,000	9,834.7	9,834.7	-0-		
The Captive Investors Fund	1,005,000	8,904.4	8,904.4	-0-		
CCI Investments Company, Ltd.	55,000	487.3	487.3	-0-		
CDC Financial Products, Inc.	20,000,000	177,202.0	177,202.0	-0-		
CDC Ixis Paris.....	20,000,000	177,202.0	177,202.0	-0-		
Chicago Standard Insurance Company, Ltd. ..	85,000	753.1	753.1	-0-		
Circllet (IMA) Ltd.....	1,500,000	13,290.2	13,290.2	-0-		
CitiSAM Ltd.	24,700,000	218,844.3	218,844.3	-0-		
City of New Orleans.....	558,000	4,943.9	4,943.9	-0-		
City University of New York.....	335,000	2,968.1	2,968.1	-0-		
Clinton Convertible Managed Trading Account 1 Limited.....	4,250,000	37,655.4	37,655.4	-0-		
Clinton Multistrategy Master Fund, Ltd. ...	18,225,000	161,475.3	161,475.3	-0-		
Clinton Riverside Convertible Portfolio Limited.....	20,025,000	177,423.5	177,423.5	-0-		
Cobra Master Fund, Ltd.....	1,500,000	13,290.2	13,290.2	-0-		
Commonwealth Professional Assurance Co. c/o Income Research & Management	600,000	5,316.1	5,316.1	-0-		
Conseco Annuity Assurance						

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Multi Bucket Annuity Convertible Bond Fund	9,750,000	86,386.0	86,386.0	-0-		
Conseco Fund Group Convertible Securities Fund	250,000	2,215.0	2,215.0	-0-		
Continental Assurance Company on behalf of its Separate Account E	7,200,000	63,792.7	63,792.7	-0-		
Continental Casualty Company.....	44,800,000	396,932.5	396,932.5	-0-		
Credit Industriel D'Alsace Et De Lorraine..	25,400,000	225,046.5	225,046.5	-0-		
Credit Lyonnais SEC USA.....	28,000,000	248,082.8	248,082.8	-0-		
Credit Suisse First Boston Corporation	2,400,000	21,264.2	21,264.2	-0-		
Credit Suisse First Boston Europe Ltd.....	278,650,000	2,468,866.9	2,468,866.9	-0-		

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DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89	13,980,000	123,864.2	123,864.2	-0-	-	None
Dcash Convertible.....	3,300,000	29,238.3	29,238.3	-0-	-	None
Deephaven Domestic Convertible Trading Ltd.....	165,850,000	1,469,447.6	1,469,447.6	-0-	-	None
Deeprook & Co.....	3,000,000	26,580.3	26,580.3	-0-	-	None
Deutsche Bank AG London.....	45,000,000	398,704.5	398,704.5	-0-	-	None
Deutsche Bank Securities Inc.....	471,600,000	4,178,423.2	4,178,423.2	-0-	-	None
DKR Fixed Income Holding Fund Ltd.....	3,000,000	26,580.3	26,580.3	-0-	-	None
D.L. & C. Insurance Company, Limited	105,000	930.3	930.3	-0-	-	None
Double Black Diamond Offshore LDC.....	50,469,000	447,160.4	447,160.4	-0-	-	None
Dylan (IMA) Ltd.....	5,000,000	44,300.5	44,300.5	-0-	-	None
Erste Bank der oesterreichischen Sparkassen AG.....	340,000	3,012.4	3,012.4	-0-	-	None
Excellus Health Plans c/o Income Research &						

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Management.....	2,600,000	23,036.3	23,036.3	-0-	-	None
First Union Securities Inc.....	20,000,000	177,202.0	177,202.0	-0-	-	None
Forest Alternative Strategies II.....	186,000	1,648.0	1,648.0	-0-	-	None
Forest Fulcrum Fund L.L.P.....	2,592,000	22,965.4	22,965.4	-0-	-	None
Forest Global Convertible Fund Series A-5.....	9,682,000	85,783.5	85,783.5	-0-	-	None
Franklin and Marshall College.....	785,000	6,955.2	6,955.2	-0-	-	None
Gaia Offshore Master Fund Ltd.....	6,450,000	57,147.6	57,147.6	-0-	-	None
GDO Equity Arbitrage Master Fund.....	7,500,000	66,450.8	66,450.8	-0-	-	None
Gemini Sammel Stiftung Zur Forderung der Personalvorsorge	450,000	3,987.0	3,987.0	-0-	-	None
Georgia Municipal Employee Benefit System.....	1,500,000	13,290.2	13,290.2	-0-	-	None
Global Bermuda Limited Partnership.....	7,000,000	62,020.7	62,020.7	-0-	-	None
GM Employees Global Group Pension Trust.....	2,000,000	17,720.2	17,720.2	-0-	-	None
Goldman Sachs & Co. Profit Sharing Master Trust.....	5,371,000	47,587.6	47,587.6	-0-	-	None
Goldman Sachs and Company.....	46,920,000	415,715.9	415,715.9	-0-	-	None

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Government of Singapore Investment Corporation Pte Ltd.....	10,000,000	1,859,593.0	88,601.0	-0-	1,770,992	None
The Grable Foundation.....	261,000	2,312.5	2,312.5	-0-	-	None
Grady Hospital Foundation....	294,000	2,604.9	2,604.9	-0-	-	None
Granville Capital Corporation.....	35,000,000	310,103.5	310,103.5	-0-	-	None

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Great-West Life & Annuity Insurance Company....	14,000,000	124,041.4	124,041.4	-0-	-	None
Gulf International Bank UK Ltd.....	4,000,000	35,440.4	35,440.4	-0-	-	None
Hamilton Multi-Strategy Master Fund, LP.....	6,000,000	53,160.6	53,160.6	-0-	-	None
Hartford Life Insurance Co.....	44,721,000	602,115.5	396,232.5	-0-	205,883	None
HBK Master Fund, L.P.....	17,000,000	172,821.7	150,621.7	-0-	22,200	None
HFR CA Select Fund.....	700,000	6,202.0	6,202.0	-0-	-	None
HFR Convertible Arbitrage Account.....	581,000	5,147.7	5,147.7	-0-	-	None
Highbridge International LLC.....	148,150,000	1,312,623.8	1,312,623.8	-0-	-	None
HSBC Trustee, Zola Managed Trust.....	400,000	3,544.0	3,544.0	-0-	-	None
IMF Convertible Fund	3,800,000	33,668.4	33,668.4	-0-	-	None
Independence Blue Cross.....	901,000	7,983.0	7,983.0	-0-	-	None
ING Convertible Fund.....	3,960,000	35,086.0	35,086.0	-0-	-	None
ING VP Convertible Fund.....	40,000	354.4	354.4	-0-	-	None
Investcorp SAM Fund Ltd.	20,400,000	180,746.0	180,746.0	-0-	-	None
Jefferies & Co. Inc.....	2,500,000	22,150.3	22,150.3	-0-	-	None
Jersey (IMA) Ltd.....	3,000,000	26,580.3	26,580.3	-0-	-	None
JP Morgan Securities Inc.....	303,500,000	3,164,039.4	2,689,040.4	-0-	474,999	None
Kallista Master Fund Limited	11,500,000	101,891.2	101,891.2	-0-	-	None
KBC Financial Products (Cayman Island) Limited.....	52,000,000	460,725.2	460,725.2	-0-	-	None
KBC Financial Products USA Inc.....	4,480,000	39,693.2	39,693.2	-0-	-	None
Kenwood Insurance Company, Ltd.....	520,000	4,607.3	4,607.3	-0-	-	None
Key-Royal Reinsurance Company Limited	60,000	531.6	531.6	-0-	-	None
Lakeshore International, Ltd.....	28,000,000	248,082.8	248,082.8	-0-	-	None
Lehman Brothers Inc.....	10,000,000	88,601.0	88,601.0	-0-	-	None

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Lehman Brothers Special Financing Inc.....	144,000,000	1,275,854.4	1,275,854.4	-0-	-	None
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Lexington (IMA) Limited.....	10,051,000	89,052.9	89,052.9	-0-	-	None
Liberty View Fund LLC.....	2,000,000	17,720.2	17,720.2	-0-	-	None
Liberty View Funds L.P.....	9,000,000	79,740.9	79,740.9	-0-	-	None
Liberty View Global Volatility Fund.....	26,000,000	230,362.6	230,362.6	-0-	-	None
LLT Limited.....	685,000	6,069.2	6,069.2	-0-	-	None
Lydian Overseas Partners Master Fund.....	59,000,000	522,745.9	522,745.9	-0-	-	None
Lyxor.....	1,185,000	10,499.2	10,499.2	-0-	-	None
Lyxor Master Fund.....	1,550,000	13,733.2	13,733.2	-0-	-	None
Lyxor Master Fund c/o Forest Investment Mngt. L.L.C.....	2,700,000	23,922.3	23,922.3	-0-	-	None
Lyxor Master Fund, c/o Zola Capital Management, LLC.....	4,750,000	42,085.5	42,085.5	-0-	-	None
Lyxor Master Fund Ref: Argent/LowLev CB.....	3,000,000	26,580.3	26,580.3	-0-	-	None
Marathon Global Convertible Master Fund, Ltd.....	11,500,000	101,891.2	101,891.2	-0-	-	None
McMahan Securities Co. L.P.....	4,000,000	35,440.4	35,440.4	-0-	-	None
Med America Insurance Co. ...	3,170,000	28,086.5	28,086.5	-0-	-	None
Med America Hartford Trust Co. c/o Income Research & Management.....	505,000	4,474.4	4,474.4	-0-	-	None
Med America New York Insurance Co. c/o Income Research & Management.....	1,325,000	11,739.6	11,739.6	-0-	-	None
Merrill Lynch Insurance Group.....	725,000	6,423.6	6,423.6	-0-	-	None
Merrill Lynch International Limited.....	6,000,000	232,719.6	53,160.6	-0-	179,559	None

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Merrill Lynch, Pierce, Fenner & Smith, Inc.....	102,150,000	905,059.2	905,059.2	-0-	-	None
Minnesota Power and Light.....	171,000	1,515.1	1,515.1	-0-	-	None
MLQA Convertible Securities Arbitrage, Ltd.	25,000,000	221,502.5	221,502.5	-0-	-	None
Morgan Stanley & Co.	40,000,000	354,404.0	354,404.0	-0-	-	None
Municipal Employees.....	503,000	4,456.6	4,456.6	-0-	-	None
New Orleans Firefighters Pension / Relief Fund.....	302,000	2,675.8	2,675.8	-0-	-	None
NGSC Insurance Limited	65,000	575.9	575.9	-0-	-	None
Nicholas Applegate Investment Grade Convertible.....	37,000	327.8	327.8	-0-	-	None
NMS Services (Cayman) Inc.....	50,000,000	443,005.0	443,005.0	-0-	-	
Nomura International Plc.....	6,000,000	53,160.6	53,160.6	-0-	-	None

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Occidental Petroleum Corporation.....	569,000	5,041.4	5,041.4	-0-	-	
Ohio Bureau of Workers Compensation.....	389,000	3,446.6	3,446.6	-0-	-	
OZ Convertible Master Fund, Ltd.....	22,712,000	201,230.6	201,230.6	-0-	-	
OZ Mac 13 Ltd.....	5,521,000	48,916.6	48,916.6	-0-	-	
OZ Master Fund, Ltd.....	247,824,000	2,195,745.4	2,195,745.4	-0-	-	
Pacific Life Insurance Company	110,000,000	974,611.0	974,611.0	-0-	-	
Palo Verde Insurance Company, Ltd.....	170,000	1,506.2	1,506.2	-0-	-	
Pensionskasse Ciba Specialty Chemicals.....	1,900,000	16,834.2	16,834.2	-0-	-	
Pensionskasse der Antalis AG.....	220,000	1,949.2	1,949.2	-0-	-	
Pensionskasse der EMS-Chemie AG.....	270,000	2,392.2	2,392.2	-0-	-	

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Pensionskasse der EMS-Chemie AG Domat.....	270,000	2,392.2	2,392.2	-0-	-
Pensionskasse der EMS-Dottikon AG	400,000	3,544.0	3,544.0	-0-	-
Pensionskasse der Lonza AG	500,000	4,430.1	4,430.1	-0-	-
Pensionskasse der Rockwell Automation AG	270,000	2,392.2	2,392.2	-0-	-
Pensionskasse Plus- Staufer AG	250,000	2,215.0	2,215.0	-0-	-
Pensionskasse Vantico	380,000	3,366.8	3,366.8	-0-	-
Peoples Benefit Life Insurance Company Teamsters	7,500,000	66,450.8	66,450.8	-0-	-
Performa Institutional Fund US Dollar Convertible Bond	150,000	1,329.0	1,329.0	-0-	-
Plexus Fund Limited	4,000,000	35,440.4	35,440.4	-0-	-
Policeman and Firemen Retirement System of the City of Detroit	1,380,000	12,226.9	12,226.9	-0-	-
Privilege Portfolio Global Convertibles	3,000,000	26,580.3	26,580.3	-0-	-
Pro-mutual	1,654,000	14,654.6	14,654.6	-0-	-
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Quattro Fund	8,910,000	78,943.5	78,943.5	-0-	- No
Ram Trading	7,000,000	62,020.7	62,020.7	-0-	- No
Ramius Capital Group	500,000	4,430.1	4,430.1	-0-	- No
Ramius LP	1,000,000	8,860.1	8,860.1	-0-	- No
RBC Capital Services c/o Forest Investment Mngt. L.L.C.	382,000	3,384.6	3,384.6	-0-	- No
RCG Baldwin LP	1,500,000	13,290.2	13,290.2	-0-	- No
RCG Halifax Master					

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Fund, Ltd.	1,500,000	13,290.2	13,290.2	-0-	-	No
RCG Latitude Master Fund, Ltd.	2,500,000	22,150.3	22,150.3	-0-	-	No
RCG Multi Strategy, LP	3,000,000	26,580.3	26,580.3	-0-	-	No
Relay 11. Holdings c/o Forest Investment Mngt. L.L.C.	345,000	3,056.7	3,056.7	-0-	-	No
Retail Clerks Pension Trust 2	2,000,000	17,720.2	17,720.2	-0-	-	No
Rhapsody Fund, L.P.	39,100,000	346,429.9	346,429.9	-0-	-	No
Royal Bank of Canada Trust Company (Jersey) Limited	5,000,000	44,300.5	44,300.5	-0-	-	No
S.A.C. Capital Associates, LLC	47,500,000	420,854.8	420,854.8	-0-	100,000	No
Sagamore Hill Rub Fund Ltd.	30,500,000	270,233.1	270,233.1	-0-	-	No
Salomon Brothers Asset Management, Inc.	55,000,000	487,305.5	487,305.5	-0-	-	No
Salomon Smith Barney Inc.	31,836,000	282,070.1	282,070.1	-0-	-	No
San Diego County Employees Retirement Association	2,000,000	17,720.2	17,720.2	-0-	-	No
Serena Limited	2,080,000	18,429.0	18,429.0	-0-	-	No
Shell Pension Trust	871,000	7,717.2	7,717.2	-0-	-	No
St. Albans Partners Ltd	5,000,000	44,300.5	44,300.5	-0-	-	No
State of Maryland Retirement Agency	7,078,000	62,711.8	62,711.8	-0-	-	No
State of Mississippi Health Care Trust Fund ...	825,000	7,309.6	7,309.6	-0-	-	No
State Street Bank Custodian for GE Pension Trust	6,405,000	56,748.9	56,748.9	-0-	-	No
Susquehanna Capital Group	5,000,000	44,300.5	44,300.5	-0-	-	No

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SuttonBrook Capital Portfolio, LP	10,000,000	88,601.0	88,601.0	-0-	-
SwissFirst Trust AG	3,000,000	26,580.3	26,580.3	-0-	-
Sylvan (IMA) Ltd. c/o Forest Investment Mngt. L.L.C.	1,520,000	13,467.4	13,467.4	-0-	-
Tag Associates	151,000	1,337.9	1,337.9	-0-	-
TD Securities (USA) Inc.	65,000,000	575,906.5	575,906.5	-0-	-
Teachers Insurance & Annuity Association	16,000,000	141,761.6	141,761.6	-0-	-
Thomas Weisel Partners	1,029,000	9,177.0	9,177.0	-0-	-
Thrivent Financial for Lutherans (f/k/a Aid Association for Lutherans)	4,000,000	35,440.4	35,440.4	-0-	-
TQA Master Fund, Ltd.	7,000,000	62,020.7	62,020.7	-0-	-
TQA Master Plus Fund, Ltd.	4,500,000	39,870.5	39,870.5	-0-	-
Tribeca Investments, LLC	60,000,000	531,606.0	531,606.0	-0-	-
Trustmark Insurance	760,000	6,733.7	6,733.7	-0-	-
Tufts Associated Health Plan c/o Income Research & Management	2,000,000	17,720.2	17,720.2	-0-	-
UBS AG London Branch	144,000,000	1,275,854.4	1,275,854.4	-0-	-
UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio	750,000	6,645.1	6,645.1	-0-	-
UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.	35,000,000	310,103.5	310,103.5	-0-	-
UBS Warburg LLC	28,560,000	253,044.5	253,044.5	-0-	-
UFJ Investments Asia Ltd	25,000,000	221,502.5	221,502.5	-0-	-
UMASS Memorial Investment Partnership c/o Income Research & Management	250,000	2,215.0	2,215.0	-0-	-
UMASS Memorial Health Care					

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c/o Income Research & Management	250,000	2,215.0	2,215.0	-0-	-
US Bancorp Piper Jaffray	5,707,000	50,564.6	50,564.6	-0-	-

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Victory Capital Management as Agent for the Key Trust Convertible Securities Fund	290,000	2,569.4	2,569.4	-0-	
Victory Capital Management as Agent for the EB Convertible Securities Fund	1,610,000	14,264.8	14,264.8	-0-	
Victory Capital Management as Agent for the Charitable Convertible Securities Fund	1,675,000	14,840.7	14,840.7	-0-	
Victory Capital Management as Agent for the Field Foundation of Illinois	90,000	797.4	797.4	-0-	
Victory Capital Management as Agent for the GenCorp Foundation	70,000	620.2	620.2	-0-	
Victory Capital Management as Agent for the Parker Key/Convertible	820,000	7,265.3	7,265.3	-0-	
Victory Capital Management as Investment Manager for Potlatch	1,175,000	10,410.6	10,410.6	-0-	
Victory Capital Management as Trustee for the Key Trust Fixed Income Fund	480,000	4,252.8	4,252.8	-0-	
Victory Capital Management as Trustee for the Charitable Income Fund	315,000	2,790.9	2,790.9	-0-	

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Victory Capital Management as Agent for California State Automobile Association Inter Insurance	600,000	5,316.1	5,316.1	-0-	
Victory Capital Management as Agent for California State Automobile Association Retirement Pension	125,000	1,107.5	1,107.5	-0-	
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Victory Capital Management as Agent for American Booksellers	40,000	354.4	354.4	-0-	
Victory Capital Management as Agent for Health Foundation of Greater Cincinnati	250,000	2,215.0	2,215.0	-0-	
Victory Capital Management as Investment Manager for Compsource Oklahoma	300,000	2,658.0	2,658.0	-0-	
Victory Capital Management as Investment Manager for Georgia Municipal Retirement Trust	750,000	6,645.1	6,645.1	-0-	
Victory Capital Management as Investment Manager for Stamford Police Pension Fund	50,000	443.0	443.0	-0-	
Von Ernst Global Portfolio - Convertible Bond Fund	1,300,000	11,518.1	11,518.1	-0-	-
Wachovia Bank National Association	20,000,000	177,202.0	177,202.0	-0-	-
Wachovia Securities International Ltd.	31,000,000	274,663.1	274,663.1	-0-	-

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White River Securities LLC	9,500,000	84,171.0	84,171.0	-0-	-
Worldwide Transactions Ltd.	2,156,000	19,102.4	19,102.4	-0-	-
Yield Strategies Fund I, L.P.	5,000,000	44,300.5	44,300.5	-0-	-
Yield Strategies Fund II, L.P.	5,000,000	44,300.5	44,300.5	-0-	-
Zazove Convertible Arbitrage Fund L.P.	500,000	4,430.1	4,430.1	-0-	-
Zazove Hedged Convertible Fund L.P.	2,800,000	24,808.3	24,808.3	-0-	-
Zazove Income Fund L.P.	2,000,000	17,720.2	17,720.2	-0-	-
Zola Partners, L.P.	7,250,000	64,235.7	64,235.7	-0-	-
Zurich Institutional Benchmark Management c/o Quattro Fund	3,590,000	31,807.8	31,807.8	-0-	-
Zurich Institutional Benchmarks Master Fund Ltd.	2,800,000	24,808.3	24,808.3	-0-	-
Zurich Master Hedge Fund c/o Forest Investments Mngt. L.L.C.	1,223,000	10,835.9	10,835.9	-0-	-

(1) Total principal amount of selling securityholders listed is more than \$3,950,000,000 because certain of the selling securityholders may have transferred LYONs pursuant to Rule 144A or otherwise reduced their position prior to selling pursuant to this Registration Statement. The maximum principal amount of LYONs that may be sold under this prospectus will not exceed \$3,950,000,000.

(2) Represents shares of common stock issuable upon conversion of LYONs that are beneficially owned and offered by the selling security holder.

(3) Assumes that all of the LYONs and/or all of the common stock into which the LYONs are convertible are sold.

(4) Includes any position, office or other material relationship which the selling security holder has had within the past three years with Amgen or any of its predecessors or affiliates.

(5) Allstate Insurance Company and Allstate Life Insurance Company are affiliated entities. Allstate Insurance Company is the record owner of \$4,000,000 principal amount of LYONs and Allstate Life Insurance Company is the record owner of \$17,900,000 principal amount of LYONs. Aside from the LYONs and the common stock into which the LYONs are convertible, Allstate Insurance Company is the record owner of 180,300 shares of our common stock and Allstate Insurance Company and its

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affiliates beneficially own an aggregate of 284,300 shares of our common stock.

See "Risk Factors" section beginning on page 8 of the prospectus to read about factors you should consider before purchasing the LYONs or our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is December 13, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.