

AMAG PHARMACEUTICALS INC.
Form 4
June 08, 2015

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 *
HEIDEN WILLIAM K

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)
06/05/2015

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

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/05/2015		S ⁽¹⁾		6,875	D	\$ 68.14
Common Stock	06/05/2015		M ⁽¹⁾		60,000	A	\$ 12.99
Common Stock	06/05/2015		S ⁽¹⁾		6,642	D	\$ 68.9 ⁽²⁾
Common Stock	06/05/2015		S ⁽¹⁾		36,550	D	\$ 69.77 ⁽³⁾

Common Stock	06/05/2015	S ⁽¹⁾	4,680	D	\$ 70.69 (4)	220,849	D
Common Stock	06/05/2015	S ⁽¹⁾	12,128	D	\$ 71.52 (5)	208,721	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
Stock Option (Right to Buy)	\$ 12.99	06/05/2015		M ⁽¹⁾	60,000	(6) 05/14/2022	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEIDEN WILLIAM K C/O AMAG PHARMACEUTICALS, INC. 1100 WINTER STREET WALTHAM, MA 02451	X		CEO	

Signatures

Nancy R. Smith,
attorney-in-fact

06/08/2015

 **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 reported transactions on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 3, 2015.

(2) The shares sold on this date were sold in multiple transactions. The price reflected is the weighted average sales price per share of all shares sold under this reporting event on this date. The actual prices per share range from \$68.14 to \$69.13, inclusive. Upon request by the Securities and Exchange Commission, AMAG Pharmaceuticals, Inc., or any security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each price.

(3) The shares sold on this date were sold in multiple transactions. The price reflected is the weighted average sales price per share of all shares sold under this reporting event on this date. The actual prices per share range from \$69.15 to \$70.00, inclusive. Upon request by the Securities and Exchange Commission, AMAG Pharmaceuticals, Inc., or any security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each price.

(4) The shares sold on this date were sold in multiple transactions. The price reflected is the weighted average sales price per share of all shares sold under this reporting event on this date. The actual prices per share range from \$70.18 to \$71.15, inclusive. Upon request by the Securities and Exchange Commission, AMAG Pharmaceuticals, Inc., 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 shares sold on this date were sold in multiple transactions. The price reflected is the weighted average sales price per share of all shares sold under this reporting event on this date. The actual prices per share range from \$71.20 to \$71.25, inclusive. Upon request by the Securities and Exchange Commission, AMAG Pharmaceuticals, Inc., or any security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each price.

(6) This option vests and becomes exercisable in four equal annual installments beginning May 14, 2013.

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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