

THOMAS FRANK E  
Form 4  
January 04, 2013

**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 \*  
THOMAS FRANK E

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)  
100 HAYDEN AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, COO

LEXINGTON, MA 02421

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2013		M	(A) or (D) A (2)	20,000 (1) 32,000	D	
Common Stock	01/03/2013		S(3)	(A) or (D) D	\$ 10,000 15.5969 (4) 22,000	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)

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**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	(5)	01/03/2013		M	20,000	(6) (2)	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS FRANK E 100 HAYDEN AVENUE LEXINGTON, MA 02421			EVP, COO	

## Signatures

Nancy R. Smith,  
attorney-in-fact

01/04/2013

\*\*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 the restricted stock unit grant described below.

(2) Not applicable.

(3) The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person.

(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 on this date. The actual sales prices per share range from \$15.41-\$15.86. Upon request by the Securities and Exchange Commission, AMAG Pharmaceuticals, Inc. (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) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.

(6) Grant of restricted stock unit pursuant to the Issuer's Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in three installments. The first installment of 20,000 restricted stock units vested on January 3, 2013. The remaining two installments of 10,000 restricted stock units each will vest on January 3, 2014 and January 3, 2015, respectively.

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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