

Pereira Brian JG
 Form 4
 November 12, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Pereira Brian JG

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)
 11/09/2009

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

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 or Price | | |
| Common Stock | 11/09/2009 | | M | | 55,300 A \$ 9.1 | 88,267 | D |
| Common Stock | 11/09/2009 | | S | | 55,300 D \$ 44.254 | 32,967 | D |
| Common Stock | 11/09/2009 | | M | | 50,744 A \$ 9.1 | 83,711 | D |
| Common Stock | 11/09/2009 | | S | | 50,744 D \$ 43.476 | 32,967 | D |

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| | | | | | (2) | | | |
|--------------|------------|---|--------|---|---------------------|--------|-------|-----------------------|
| Common Stock | 11/09/2009 | S | 32,967 | D | \$ 44.823 (3) | 0 | I (4) | By self as Trustee |
| Common Stock | 11/09/2009 | M | 8,000 | A | \$ 8.98 | 8,000 | D | |
| Common Stock | 11/09/2009 | S | 8,000 | D | \$ 43.347 (5) | 0 | D | |
| Common Stock | 11/10/2009 | M | 15,000 | A | \$ 13.45 | 15,000 | D | |
| Common Stock | 11/10/2009 | S | 15,000 | D | \$ 43.39 (6) | 0 | D | |
| Common Stock | 11/10/2009 | M | 8,000 | A | \$ 13.55 | 8,000 | D | |
| Common Stock | 11/10/2009 | S | 8,000 | D | \$ 43.149 (7) | 0 | D | |
| Common Stock | 11/10/2009 | M | 60,000 | A | \$ 10.8 | 60,000 | D | |
| Common Stock | 11/10/2009 | S | 60,000 | D | \$ 43.195 (8) | 0 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock | \$ 9.1 | 11/09/2009 | | M | 55,300 | (9) | 11/16/2015 | Common | 55,300 |

| | | | | | | | | | |
|---------------------------|----------|------------|---|--------|------------|------------|--------|--------|--|
| Options (Right to Buy) | | | | | | | | | |
| Employee Stock | | | | | | | | | |
| Options (Right to Buy) | \$ 9.1 | 11/09/2009 | M | 50,744 | <u>(9)</u> | 11/16/2015 | Common | 50,744 | |
| Employee Stock | | | | | | | | | |
| Options (Right to Buy) | \$ 8.98 | 11/09/2009 | M | 8,000 | <u>(9)</u> | 11/01/2015 | Common | 8,000 | |
| Employee Stock | | | | | | | | | |
| Options (Right to Buy) | \$ 13.45 | 11/10/2009 | M | 15,000 | <u>(9)</u> | 07/26/2014 | Common | 15,000 | |
| Employee Stock | | | | | | | | | |
| Options (Right to Buy) | \$ 13.55 | 11/10/2009 | M | 8,000 | <u>(9)</u> | 11/02/2014 | Common | 8,000 | |
| Employee Stock | | | | | | | | | |
| Option (Right to Buy) | \$ 10.8 | 11/10/2009 | M | 60,000 | <u>(9)</u> | 07/12/2015 | Common | 60,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pereira Brian JG C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421 | X | | President and CEO | |

Signatures

Joseph L. Farmer,
attorney-in-fact

11/12/2009

 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 sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold in this transaction. The actual sales prices range from \$44.625-\$43.640. Upon request by the 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.

(2) The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold in this transaction. The actual sales prices range from \$43.62-\$43.10. Upon request by the 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.

(3) The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold in this transaction. The actual sales prices range from \$44.60-\$45.09. Upon request of the 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.

(4) 12,211 of these shares were held in The Brian J.G. Pereira 2004 Trust, and 20,756 of the shares were held in the Brian Pereira Grantor Retained Annuity Trust. Dr. Pereira is the Trustee of both trusts.

(5) The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold in this transaction. The actual sales prices range from \$43.57-\$43.14. Upon request by the 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.

(6) The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold in this transaction. The actual sales prices range from \$43.51-\$43.17. Upon request by the 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) The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold in this transaction. The actual sales prices range from \$43.24-\$43.00. Upon request by the 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.

(8) The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold in this transaction. The actual sales prices range from \$43.95-\$43.00. Upon request by the 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.

(9) Not applicable

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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