

Edgar Filing: AMGEN INC - Form 424B3

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<br>Arbitrage Fund Ltd .....              | 13,500,000 | 119,611.4 | 119,611.4 | -0- | -       | None |
| Aristeia International<br>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<br>Retirement System.....               | 1,470,000  | 13,024.4  | 13,024.4  | -0- | -       | None |
| Asset Insurance<br>Company Ltd.....                                | 615,000    | 5,449.0   | 5,449.0   | -0- | -       | None |
| Associated Electric & Gas<br>Insurance Services<br>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<br>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,<br>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<br>Plan.....                               | 2,500,000  | 22,150.3  | 22,150.3  | -0- | -       | None |
| Barclays Global Investors<br>Ltd. ....                             | 1,500,000  | 13,290.2  | 13,290.2  | -0- | -       | None |
| Bay State Insurance<br>Company Ltd. ....                           | 340,000    | 3,012.4   | 3,012.4   | -0- | -       | None |
| Beamtenversicherung-skasse<br>des Kantons Zurich.....              | 10,900,000 | 96,575.1  | 96,575.1  | -0- | -       | None |
| Bear Stearns International<br>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<br>Forest Investment Mngt.<br>L.L.C. .... | 685,000    | 6,069.2   | 6,069.2   | -0- | -       | None |
| Black Diamond Capital I,<br>Ltd.....                               | 2,432,000  | 21,547.8  | 21,547.8  | -0- | -       | None |
| Black Diamond Convertible<br>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- |  |  |
| Circler (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<br>Convertible Bond Fund .....                        | 9,750,000   | 86,386.0    | 86,386.0    | -0- |  |  |
| Conseco Fund Group<br>Convertible Securities Fund .....                    | 250,000     | 2,215.0     | 2,215.0     | -0- |  |  |
| Continental Assurance Company on behalf of<br>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<br>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<br>Emp. #1 Pension Plan<br>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<br>Convertible Trading<br>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<br>London.....                                  | 45,000,000  | 398,704.5   | 398,704.5   | -0- | - | None |
| Deutsche Bank Securities<br>Inc.....                             | 471,600,000 | 4,178,423.2 | 4,178,423.2 | -0- | - | None |
| DKR Fixed Income Holding<br>Fund Ltd.....                        | 3,000,000   | 26,580.3    | 26,580.3    | -0- | - | None |
| D.L. & C. Insurance Company,<br>Limited .....                    | 105,000     | 930.3       | 930.3       | -0- | - | None |
| Double Black Diamond<br>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<br>oesterreichischen<br>Sparkassen AG.....        | 340,000     | 3,012.4     | 3,012.4     | -0- | - | None |
| Excellus Health Plans c/o<br>Income Research &                   |             |             |             |     |   |      |

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

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|---|------------|-------------|-----------|-----|-----------|------|
| Government of Singapore<br>Investment Corporation<br>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<br>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<br>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<br>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<br>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<br>Forest Investment<br>Mngt. L.L.C.....                 | 2,700,000   | 23,922.3    | 23,922.3    | -0- | -       | None |
| Lyxor Master Fund, c/o<br>Zola Capital<br>Management, LLC.....                 | 4,750,000   | 42,085.5    | 42,085.5    | -0- | -       | None |
| Lyxor Master Fund Ref:<br>Argent/LowLev CB.....                                | 3,000,000   | 26,580.3    | 26,580.3    | -0- | -       | None |
| Marathon Global<br>Convertible Master<br>Fund, Ltd.....                        | 11,500,000  | 101,891.2   | 101,891.2   | -0- | -       | None |
| McMahan Securities Co.<br>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<br>Trust Co. c/o Income<br>Research & Management.....     | 505,000     | 4,474.4     | 4,474.4     | -0- | -       | None |
| Med America New York<br>Insurance Co. c/o Income<br>Research & Management..... | 1,325,000   | 11,739.6    | 11,739.6    | -0- | -       | None |
| Merrill Lynch Insurance<br>Group.....  | 725,000     | 6,423.6     | 6,423.6     | -0- | -       | None |
| Merrill Lynch<br>International Limited.....                                    | 6,000,000   | 232,719.6   | 53,160.6    | -0- | 179,559 | None |

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| Merrill Lynch, Pierce,<br>Fenner & Smith, Inc.....         | 102,150,000 | 905,059.2 | 905,059.2 | -0- | - | None |
| Minnesota Power and<br>Light.....                          | 171,000     | 1,515.1   | 1,515.1   | -0- | - | None |
| MLQA Convertible<br>Securities Arbitrage,<br>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<br>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<br>Investment Grade<br>Convertible..... | 37,000      | 327.8     | 327.8     | -0- | - | None |
| NMS Services (Cayman)<br>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<br>Corporation.....       | 569,000     | 5,041.4     | 5,041.4     | -0- | - |  |
| Ohio Bureau of Workers<br>Compensation.....    | 389,000     | 3,446.6     | 3,446.6     | -0- | - |  |
| OZ Convertible Master<br>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<br>Company .....        | 110,000,000 | 974,611.0   | 974,611.0   | -0- | - |  |
| Palo Verde Insurance<br>Company, Ltd.....      | 170,000     | 1,506.2     | 1,506.2     | -0- | - |  |
| Pensionskasse Ciba<br>Specialty Chemicals..... | 1,900,000   | 16,834.2    | 16,834.2    | -0- | - |  |
| Pensionskasse der<br>Antalis AG.....           | 220,000     | 1,949.2     | 1,949.2     | -0- | - |  |
| Pensionskasse der<br>EMS-Chemie AG.....        | 270,000     | 2,392.2     | 2,392.2     | -0- | - |  |

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|   |           |          |          |     |      |
|---|-----------|----------|----------|-----|------|
| Pensionskasse der<br>EMS-Chemie AG Domat.....                                 | 270,000   | 2,392.2  | 2,392.2  | -0- | -    |
| Pensionskasse der<br>EMS-Dottikon AG .....                                    | 400,000   | 3,544.0  | 3,544.0  | -0- | -    |
| Pensionskasse der<br>Lonza AG .....   | 500,000   | 4,430.1  | 4,430.1  | -0- | -    |
| Pensionskasse der<br>Rockwell<br>Automation AG .....                          | 270,000   | 2,392.2  | 2,392.2  | -0- | -    |
| Pensionskasse Pluss-<br>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<br>Insurance Company<br>Teamsters .....                  | 7,500,000 | 66,450.8 | 66,450.8 | -0- | -    |
| Performa Institutional<br>Fund US Dollar<br>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<br>Firemen Retirement<br>System of the City of<br>Detroit ..... | 1,380,000 | 12,226.9 | 12,226.9 | -0- | -    |
| Privilege Portfolio<br>Global Convertibles .....                              | 3,000,000 | 26,580.3 | 26,580.3 | -0- | -    |
| Pro-mutual .....  | 1,654,000 | 14,654.6 | 14,654.6 | -0- | -    |
| 8   |           |          |          |     |      |
| 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<br>c/o Forest<br>Investment Mngt.<br>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<br>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<br>Forest Investment<br>Mngt. L.L.C. .... | 345,000    | 3,056.7   | 3,056.7   | -0- | -       | No |
| Retail Clerks Pension<br>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<br>Trust Company<br>(Jersey) Limited .....  | 5,000,000  | 44,300.5  | 44,300.5  | -0- | -       | No |
| S.A.C. Capital<br>Associates, LLC .....                          | 47,500,000 | 420,854.8 | 420,854.8 | -0- | 100,000 | No |
| Sagamore Hill Rub<br>Fund Ltd. ....                              | 30,500,000 | 270,233.1 | 270,233.1 | -0- | -       | No |
| Salomon Brothers Asset<br>Management, Inc. ....                  | 55,000,000 | 487,305.5 | 487,305.5 | -0- | -       | No |
| Salomon Smith Barney<br>Inc. ....                                | 31,836,000 | 282,070.1 | 282,070.1 | -0- | -       | No |
| San Diego County<br>Employees<br>Retirement<br>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<br>Retirement Agency .....                     | 7,078,000  | 62,711.8  | 62,711.8  | -0- | -       | No |
| State of Mississippi<br>Health Care Trust Fund ...               | 825,000    | 7,309.6   | 7,309.6   | -0- | -       | No |
| State Street Bank<br>Custodian for GE<br>Pension Trust .....     | 6,405,000  | 56,748.9  | 56,748.9  | -0- | -       | No |
| Susquehanna Capital<br>Group .....                               | 5,000,000  | 44,300.5  | 44,300.5  | -0- | -       | No |

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|   |             |             |             |     |   |
|---|-------------|-------------|-------------|-----|---|
| SuttonBrook Capital<br>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<br>Forest Investment<br>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 &<br>Annuity Association .....                                     | 16,000,000  | 141,761.6   | 141,761.6   | -0- | - |
| Thomas Weisel<br>Partners .....   | 1,029,000   | 9,177.0     | 9,177.0     | -0- | - |
| Thrivent Financial for<br>Lutherans (f/k/a Aid<br>Association for<br>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,<br>Ltd. ....  | 4,500,000   | 39,870.5    | 39,870.5    | -0- | - |
| Tribeca Investments,<br>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<br>Plan c/o Income<br>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<br>F/B/O O'Connor<br>Global Convertible<br>Portfolio .....           | 750,000     | 6,645.1     | 6,645.1     | -0- | - |
| UBS O'Connor LLC<br>F/B/O UBS Global<br>Equity Arbitrage<br>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<br>Investment Partnership<br>c/o Income Research<br>& Management ..... | 250,000     | 2,215.0     | 2,215.0     | -0- | - |
| UMASS Memorial<br>Health Care   |             |             |             |     |   |

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

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

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

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(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.