

AMAG PHARMACEUTICALS INC.
Form 4
March 01, 2016

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 *
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)
02/26/2016

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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/26/2016		F		10,649 (1)	D	\$ 27.01 190,072 D
Common Stock	02/26/2016		F		4,070 (2)	D	\$ 27.01 186,002 D
Common Stock	02/27/2016		F		1,843 (3)	D	\$ 27.01 184,159 D
Common Stock	02/29/2016		F		1,701 (4)	D	\$ 26.28 182,458 D
	03/01/2016		A		(8)	A	218,458 D

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not delivered to the reporting person until February 26, 2016, at which time an aggregate of 10,649 shares were withheld to satisfy the reporting person's applicable tax obligations.

- (2) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 9,999 RSUs on February 26, 2016. 4,070 shares were withheld to satisfy the reporting person's applicable tax obligations.
- (3) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 3,900 RSUs on February 27, 2016. 1,843 shares were withheld to satisfy the reporting person's applicable tax obligations.
- (4) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 3,600 RSUs on February 29, 2016. 1,701 shares were withheld to satisfy the reporting person's applicable tax obligations.
- (5) Each RSU represents a contingent right to receive one share of Common Stock of the Issuer.

These shares of Common Stock are issuable pursuant to a grant of RSUs pursuant to the Issuer's Third Amended and Restated 2007

- (6) Equity Incentive Plan (as amended, the "Plan") and will vest in three equal annual installments with the first installment vesting on March 1, 2017.

Grant of stock option pursuant to the Plan. This option will vest and become exercisable over four years after the grant date as follows; (i)

- (7) 25% on the first anniversary of the grant date and (ii) the balance vesting in equal quarterly installments over the next three years thereafter.
- (8) 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.

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