

Holmes Scott A
Form 4
September 13, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holmes Scott A

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)
C/O AMAG
PHARMACEUTICALS, INC., 100
HAYDEN AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2012

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Chief Accounting Officer

(Street)
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 Ownership (Instr. 4)
Common Stock	09/12/2012		C	750 ⁽¹⁾	A ₍₂₎	750	D
Common Stock	09/12/2012		S ⁽³⁾	750	D	\$ 15.54	0

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

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information contained in this form are not
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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. Price or Value of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Restricted Stock Unit	(4)	09/12/2012		C	750	(5)	(2)	Common Stock 750 (2)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Holmes Scott A
C/O AMAG PHARMACEUTICALS, INC.
100 HAYDEN AVENUE
LEXINGTON, MA 02421

Chief Accounting Officer

Signatures

Nancy R. Smith,
attorney-in-fact 09/13/2012

__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 a 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) Each restricted stock unit represents a contingent right to receive one share of common stock.

(5) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments on September 12, 2012, September 12, 2013, September 12, 2014 and September 12, 2015.

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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