

Pereira Brian JG
Form 4
November 12, 2009

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

OMB
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(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 Indirect Beneficial Ownership (Instr. 4)
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 (1)	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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Common Stock	11/09/2009	S	32,967	D	<u>(2)</u> \$ 44.823 0	I <u>(4)</u>	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	<u>(3)</u> \$ 43.347 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	<u>(5)</u> \$ 43.39 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	<u>(6)</u> \$ 43.149 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	<u>(7)</u> \$ 43.195 0	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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 9.1	11/09/2009		M		55,300		<u>(9)</u>	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
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Employee
Stock

Options (Right to Buy)	\$ 8.98	11/09/2009	M	8,000	<u>(9)</u>	11/01/2015	Common	8,000
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Employee
Stock

Options (Right to Buy)	\$ 13.45	11/10/2009	M	15,000	<u>(9)</u>	07/26/2014	Common	15,000
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Employee
Stock

Options (Right to Buy)	\$ 13.55	11/10/2009	M	8,000	<u>(9)</u>	11/02/2014	Common	8,000
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Employee
Stock

Option (Right to Buy)	\$ 10.8	11/10/2009	M	60,000	<u>(9)</u>	07/12/2015	Common	60,000
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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
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 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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