

Pereira Brian JG  
Form 4  
February 25, 2010

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2010

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Pereira Brian JG - Form 4

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
Stock Options	\$ 38.29	02/24/2010		A		47,500		<u>(1)</u>	02/24/2020	Common Stock	47,500
Restricted Stock Unit	<u>(3)</u>	02/24/2010		A		15,833		<u>(4)</u>	<u>(5)</u>	Common Stock	15,833

## 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 02/25/2010

\_\_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) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Amended and Restated 2007 Equity Incentive Plan. This option is exercisable in four equal installments. The first installment will vest on February 24, 2011, the first anniversary of the grant, and the next three installments will vest on February 24, 2012, February 24, 2013 and February 24, 2014.

(2) Price is not applicable.

(3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(4) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Amended and Restated 2007 Equity Incentive Plan. This grant is exercisable in four equal installments. The first installment will vest on February 24, 2011, the first anniversary of the grant, and the next three installments will vest on February 24, 2012, February 24, 2013 and February 24, 2014.

(5) 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.