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AMAG PHA	ARMACEUTICA	LS INC									
Form 4		Lo nve.									
March 01, 2	016										
FORM		статес	SECII	лтібс а	ND EV(ואטר	NCEC	OMMISSION	-	PPROVAL	
		shington,		OMB Number:	3235-0287						
Check this box if no longer										January 31, 2005	
subject to Section 1 Form 4 c	16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the l	Public U		ling Com	ipany	Act of	e Act of 1934, 1935 or Section 0	response	0.5	
(Print or Type	Responses)										
HEIDEN WILLIAM K Symbol			Symbol	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			INC. [AMAG]					(Check all applicable)			
				of Earliest Transaction Day/Year)				X Director 10% Owner X Officer (give title Other (specify below) below)			
C/O AMAC PHARMAC WINTER S	CEUTICALS, INC	C., 1100	02/26/2	016					CEO		
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WALTHAN	M, MA 02451							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative S	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ion Date 2A. Deemed		Code (Instr. 3, 4 and 5)) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	02/26/2016			Code V F	Amount 10,649	or (D) D	Price \$	(Instr. 3 and 4) 190,072	D		
Stock	02/20/2010			1	(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			А		А	<u>(8)</u>	218,458	D		

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Common Stock

36,000 (5) (6)

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

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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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		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 Option (Right to Buy)	\$ 25.18	03/01/2016		А	85,000	(7)	03/01/2026	Common Stock	85,000	

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
HEIDEN WILLIAM K C/O AMAG PHARMACEUTICALS 1100 WINTER STREET WALTHAM, MA 02451	, INC.	Х		CEO				
Signatures								
Nancy R. Smith, attorney-in-fact	03/01/	2016						
**C'	Data							

<u>**</u>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) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 18,300 restricted stock units ("RSUs") on January 15, 2016, 9,230 RSUs on January 4, 2016 and 5,000 RSUs on January 4, 2016. Due to the black-out policies implemented by AMAG Pharmaceuticals, Inc. (the "Issuer"), the shares of the Issuer's Common Stock underlying such vested RSUs were

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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.