

Farmer Joseph L
Form 3
February 18, 2011

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**INITIAL STATEMENT OF 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 *

Â Farmer Joseph L

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/15/2011

3. Issuer Name **and** Ticker or Trading Symbol

AMAG PHARMACEUTICALS INC. [AMAG]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

SVP, General Counsel

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

C/O AMAG

PHARMACEUTICALS,

INC.,Â 100 HAYDEN AVENUE

(Street)

LEXINGTON,Â MAÂ 02421

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options	Â (1)	07/26/2016	Common Stock	6,250	\$ 33.19	D	Â
Stock Options	Â (2)	09/25/2017	Common Stock	17,000	\$ 54.97	D	Â
Stock Options	Â (3)	02/26/2018	Common Stock	20,000	\$ 47.08	D	Â
Restricted Stock Units	Â (4)	08/05/2012	Common Stock	10,000	\$ (5)	D	Â
Stock Options	Â (6)	02/25/2019	Common Stock	20,000	\$ 34.26	D	Â
Restricted Stock Units	Â (7)	02/24/2014	Common Stock	3,333	\$ (5)	D	Â
Stock Options	Â (8)	02/24/2020	Common Stock	10,000	\$ 38.29	D	Â
Restricted Stock Unit	Â (9)	01/07/2014	Common Stock	16,000	\$ (5)	D	Â
Restricted Stock Unit	Â (10)	01/07/2015	Common Stock	4,000	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farmer Joseph L C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421	Â	Â	Â SVP, General Counsel	Â

Signatures

Joseph L.
Farmer 02/18/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 2000 Stock Plan. This grant vested in four equal installments on July 26, 2007, July 26, 2008, July 26, 2009 and July 26, 2010.
- (2) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Amended and Restated 2000 Stock Plan. This grant vests in four equal installments. Installments one, two and three vested on September 25, 2008, September 25, 2009 and September 25, 2010, respectively. The fourth installment will vest on September 25, 2011.

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- (3) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments. Installments one and two vested on February 26, 2009 and February 26, 2010. The third and fourth installments will vest on February 26, 2011 and February 26, 2012, respectively.
- (4) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests as follows: 50% on August 5, 2010, 25% on August 5, 2011 and the remaining 25% on August 5, 2012.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (6) 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. Installment one vested on February 25, 2010. The remaining three installments vest on February 25, 2011, February 25, 2012 and February 25, 2013.
- (7) 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 February 24, 2011, February 24, 2012, February 24, 2013 and February 24, 2014.
- (8) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments on February 24, 2011, February 24, 2012, February 24, 2013 and February 24, 2014.
- (9) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. The grant will vest in three installments. The first installment of 8,000 restricted stock units will vest on January 7, 2012. The remaining two installments of 4,000 restricted stock units each will vest on January 7, 2013 and January 7, 2014, respectively.
- (10) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. The grant will vest in its entirety in a single installment on the earlier to occur of: January 7, 2015, or immediately prior to a change of control of the Company, provided that in either case the closing price of the Company's stock is at least \$30 per share. \$30.00 per share.

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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