

White Christopher G
Form 3
December 20, 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 *

White Christopher G

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/19/2011

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

☒ Officer ____ Other

(give title below) (specify below)

Chief Business Officer and SVP

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

C/O AMAG

PHARMACEUTICALS,

INC., 100 HAYDEN AVENUE

(Street)

LEXINGTON, MA 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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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)	09/04/2017	Common Stock	15,000	\$ 54.66	D	Â
Stock Options	Â (2)	02/26/2018	Common Stock	14,000	\$ 47.08	D	Â
Restricted Stock Units	Â (3)	Â (4)	Common Stock	3,750	\$ (5)	D	Â
Stock Options	Â (6)	02/25/2019	Common Stock	20,000	\$ 34.26	D	Â
Restricted Stock Units	Â (7)	Â (4)	Common Stock	2,500	\$ (5)	D	Â
Stock Options	Â (8)	02/24/2020	Common Stock	10,000	\$ 38.29	D	Â
Restricted Stock Units	Â (9)	Â (4)	Common Stock	16,000	\$ (5)	D	Â
Restricted Stock Units	Â (10)	Â (4)	Common Stock	4,000	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
White Christopher G C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421	Â	Â	Â	Chief Business Officer and SVP	Â

Signatures

Joseph L. Farmer,
attorney-in-fact

12/20/2011

**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 September 4, 2008, September 4, 2009, September 4, 2010 and September 4, 2011.
- (2) 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, two and three vested on February 26, 2009, February 26, 2010 and February 26, 2011, respectively. The fourth installment will vest on February 26, 2012.
- (3) Grant of 15,000 restricted stock units 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.
- (4) Not applicable.

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

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 25, 2010 and February 25, 2011, respectively. The remaining two installments will vest on February 25, 2012 and February 25, 2013.

- (7) Grant of 3,333 restricted stock units 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 24, 2011. Installments two, three and four will vest on February 24, 2012, February 24, 2013 and February 24, 2014, respectively.

- (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. Installment one vested on February 24, 2011. Installments two, three and four will vest on February 24, 2012, February 24, 2013 and February 24, 2014, respectively.

- (9) 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 January 7, 2012, 25% on January 7, 2013 and the remaining 25% on January 7, 2014.

- (10) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests 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 \$30.00 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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