

AMAG PHARMACEUTICALS INC.  
Form 4  
August 02, 2007

**FORM 4**

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

OMB APPROVAL

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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

(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)  
07/31/2007

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

C/O AMAG PHARMACEUTICALS, INC., 125 CAMBRIDGEPARK DRIVE, 6TH FLOOR

(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

CAMBRIDGE, MA 02140

(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 or Price   |  |   |
| Common Stock                    | 07/31/2007                           |  | M                              |   | 21,978 A \$ 9.1   | 21,978   | D   |
| Common Stock                    | 08/01/2007                           |  | M                              |   | 20,000 A \$ 9.1   | 41,978   | D   |
| Common Stock                    | 08/01/2007                           |  | S <sup>(1)</sup>               |   | 4,800 D \$ 53.98  | 37,178   | D   |
| Common Stock                    | 08/02/2007                           |  | S <sup>(1)</sup>               |   | 15,200 D \$ 53.21   | 21,978   | D   |

(2)

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|----------------|--|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D)            |  |   |                            |
| Employee Stock Options (Right to Buy)      | \$ 9.1   | 07/31/2007                           |  | M                              |   | 21,978 | (3) 11/16/2015 | Common Stock   | 21,978  |                            |
| Employee Stock Options (Right to Buy)      | \$ 9.1   | 08/01/2007                           |  | M                              |   | 20,000 | (3) 11/16/2015 | Common Stock   | 20,000  |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Pereira Brian JG<br>C/O AMAG PHARMACEUTICALS, INC.<br>125 CAMBRIDGEPARK DRIVE, 6TH FLOOR<br>CAMBRIDGE, MA 02140 | X             |           | President and CEO |       |

## Signatures

Joseph L. Farmer,  
attorney-in-fact

08/02/2007

\*\*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 sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$52.80 to \$53.75.

- (3) 100,000 of these options vested on the date of grant which was November 16, 2005. The remaining 150,000 options vest in three equal annual installments. The first installment became exercisable November 16, 2006. The final two installments become exercisable November 16, 2007 and November 16, 2008.

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.