

NARACHI MICHAEL
 Form 4
 May 24, 2013

FORM 4

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

OMB APPROVAL

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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 *
 NARACHI MICHAEL

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)
 100 HAYDEN AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2013

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

LEXINGTON, MA 02421

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/23/2013		A	V Amount (1) (2) 3,800	A (3) 23,900 (4)	D	

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)

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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)	8. Title and Amount of Derivative Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 21.94	05/23/2013		A	7,600	(5) 05/23/2023	Common Stock	7,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NARACHI MICHAEL 100 HAYDEN AVENUE LEXINGTON, MA 02421	X			

Signatures

Nancy R. Smith,
attorney-in-fact

05/24/2013

**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) Each restricted stock unit represents a contingent right to receive one share of Common Stock of AMAG Pharmaceuticals, Inc. (the "Issuer").
These shares of Common Stock are issuable pursuant to a grant of restricted stock units pursuant to the Issuer's Third Amended and Restated 2007 Equity Incentive Plan (the "Plan") that will vest in twelve equal monthly installments over one year from the date of the grant; however, delivery of the shares is deferred until the earlier of (a) three years from the date of grant and (b) the date of the director's separation from service to the Issuer.
- (2) Restated 2007 Equity Incentive Plan (the "Plan") that will vest in twelve equal monthly installments over one year from the date of the grant; however, delivery of the shares is deferred until the earlier of (a) three years from the date of grant and (b) the date of the director's separation from service to the Issuer.
- (3) Not applicable.
- (4) This total includes 12,600 unsettled restricted stock units previously reported in Table II.
- (5) Grant of stock option pursuant to the Plan. This option will vest and become exercisable in twelve equal monthly installments over one year from the date of grant.

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.