

AMAG PHARMACEUTICALS INC.
Form 4
September 08, 2014

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 *
Fallon John A.

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)
09/05/2014

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

C/O AMAG PHARMACEUTICALS, INC, 1100 WINTER STREET

(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

WALTHAM, MA 02451

(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 Ownership (Instr. 4)
Common Stock	09/05/2014		A	(A) or (D) 1,534 (1) (2)	(3) 1,534	D	

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

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 23.49	09/05/2014		A	6,000	(4) 09/05/2024	Common Stock	6,000
Stock Option (Right to Buy)	\$ 23.49	09/05/2014		A	2,534	(5) 09/05/2024	Common Stock	2,534

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon John A. C/O AMAG PHARMACEUTICALS, INC 1100 WINTER STREET WALTHAM, MA 02451	X			

Signatures

Nancy R. Smith, attorney-in-fact for Reporting Person 09/08/2014

**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 vests in eight equal monthly installments commencing on October 1, 2014; 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 vests in eight equal monthly installments commencing on October 1, 2014; 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) Grant of stock option pursuant to the Plan. This option vests and becomes exercisable in twenty-four equal monthly installments over two years from the date of grant.

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- (5) Grant of stock option pursuant to the Plan. This option vests and becomes exercisable in eight equal monthly installments commencing on October 1, 2014.

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.