AMAG PHARMACEUTICALS INC.

Form 4

September 08, 2014

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Fallon John A.

2. Issuer Name and Ticker or Trading Symbol

AMAG PHARMACEUTICALS

INC. [AMAG]

3. Date of Earliest Transaction

09/05/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

Security

(Instr. 3)

Stock

(First) (Middle)

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

WALTHAM, MA 02451

(City) (State) 1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following

Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Price

Code V Amount (D)

Common 1,534 09/05/2014 Α

(Month/Day/Year)

(Zip)

(Month/Day/Year) Execution Date, if

D (3) 1,534 (1)(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

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. Transactic Code (Instr. 8)	5. Number proof 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 23.49	09/05/2014		A	6,000	<u>(4)</u>	09/05/2024	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 23.49	09/05/2014		A	2,534	<u>(5)</u>	09/05/2024	Common Stock	2,534	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Fallon John A. C/O AMAG PHARMACEUTICALS, INC 1100 WINTER STREET WALTHAM, MA 02451



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.
- (3) Not applicable.
- 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.

Reporting Owners 2

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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.