

Townsend Scott B
Form 3
August 16, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *

^ Townsend Scott B

(Last) (First) (Middle)

C/O AMAG
PHARMACEUTICALS,
INC., ^ 100 HAYDEN AVENUE

(Street)

LEXINGTON, ^ MA ^ 02421

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/15/2012

3. Issuer Name and Ticker or Trading Symbol

AMAG PHARMACEUTICALS INC. [AMAG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer Other

(give title below) (specify below)

SVP, General Counsel

5. 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 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	08/15/2022	Common Stock	52,500	\$ 14.99	D	Â
Restricted Stock Units	Â (2)	Â (3)	Common Stock	17,500	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Scott B C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421	Â	Â	Â SVP, General Counsel	Â

Signatures

Nancy R. Smith,
attorney-in-fact

08/16/2012

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. Second Amended and Restated 2007 Equity Incentive Plan. This grant will vest in four equal installments on August 15, 2013, August 15, 2014, August 15, 2015 and August 15, 2016.
- (2) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant will vest in four equal installments on August 15, 2013, August 15, 2014, August 15, 2015 and August 15, 2016.
- (3) Not applicable.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.

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.