

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
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REPORTING OWNER

White Christopher G

CIK: **1537668**

Type: **4** | Act: **34** | File No.: **001-10865** | Film No.: **13521190**

Mailing Address

*C/O AMAG
PHARMACEUTICALS, INC.
100 HAYDEN AVENUE
LEXINGTON MA 02421*

ISSUER

AMAG PHARMACEUTICALS INC.

CIK: **792977** | IRS No.: **042742593** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address

*100 HAYDEN AVENUE
LEXINGTON MA 02421*

Business Address

*100 HAYDEN AVENUE
LEXINGTON MA 02421
6174983300*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
|--|------------|
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person <u>White Christopher G</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMAG PHARMACEUTICALS INC.</u> <u>[AMAG]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) ____ 10% Owner ____ Other (specify below) <u>Chief Business Officer</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2013</u> | | | | | |
| <u>100 HAYDEN AVENUE</u> | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | | |
| (Street) <u>LEXINGTON, MA 02421</u> | | | | | | | | |
| (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 | (A) or (D) | Price | | | |
| Common Stock | 01/07/2013 | | <u>S</u> ⁽¹⁾ | | 4,000 | D | \$16.0712 ⁽²⁾ | 2,000 | D | |
| Common Stock | 01/07/2013 | | <u>M</u> | | 4,000 ⁽³⁾ | A | ⁽⁴⁾ | 6,000 | D | |
| Common Stock | 01/08/2013 | | <u>S</u> ⁽¹⁾ | | 3,000 | D | \$15.8665 ⁽⁵⁾ | 3,000 | D | |
| Common Stock | 01/09/2013 | | <u>S</u> ⁽¹⁾ | | 3,000 | D | \$15.8022 ⁽⁶⁾ | 0 | D | |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | ⁽⁷⁾ | 01/07/2013 | | <u>M</u> | | 4,000 | | ⁽⁸⁾ | ⁽⁴⁾ | Common Stock | 4,000 | ⁽⁴⁾ | 4,000 | D | |

Explanation of Responses:

1. The sale reported on this Form 4 was effected pursuant to a 10b5-1 plan adopted by the reporting person.
2. The shares sold on this date were sold in multiple transactions. The price reflected is the weighted average sales price per share of all shares sold under this reporting event on this date. The actual sales prices per share range from \$15.79-\$16.24. Upon request by the Securities and Exchange Commission, AMAG Pharmaceuticals, Inc. (the "Issuer"), or any security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each price.
3. The shares were acquired by the reporting person as a result of the partial vesting of the restricted stock unit grant described below.
4. Not applicable.
5. The shares sold on this date were sold in multiple transactions. The price reflected is the weighted average sales price per share of all shares sold under this reporting event on this date. The actual sales prices per share range from \$15.69-\$16.08. Upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each price.
6. The shares sold on this date were sold in multiple transactions. The price reflected is the weighted average sales price per share of all shares sold under this reporting event on this date. The actual sales prices per share range from \$15.52-\$16.04. Upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each price.
7. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
8. Grant of restricted stock unit pursuant to the Issuer's Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in three installments as follows: 50% on January 7, 2012, 25% on January 7, 2013 and the remaining 25% on January 7, 2014.

Signatures

Nancy R. Smith, attorney-in-fact

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.