

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
SEC Accession No. [0001179110-13-003998](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Townsend Scott B

CIK: **1303192**

Type: **4** | Act: **34** | File No.: **001-10865** | Film No.: **13662069**

Mailing Address
C/O CRITICAL
THERAPEUTICS, INC.
60 WESTVIEW ROAD
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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 Townsend Scott B			2. Issuer Name and Ticker or Trading Symbol AMAG PHARMACEUTICALS INC. [AMAG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			SVP, General Counsel		
100 HAYDEN AVENUE			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 <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) LEXINGTON, MA 02421								
(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	02/28/2013		A		4,400	(1) (2)	A	(3)	4,400	D	
Common Stock	02/28/2013		A		7,500	(1) (4)	A	(3)	11,900	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
Stock Option (Right to Buy)	\$16.55	02/28/2013		A		26,300		(5)	02/28/2023	Common Stock	26,300	(3)	26,300	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Common Stock of AMAG Pharmaceuticals, Inc. (the "Issuer").

2. These shares of Common Stock are issuable pursuant to a grant of restricted stock units (an "RSU Grant") pursuant to the Issuer's Second Amended and Restated 2007 Equity Incentive Plan (the "Plan") that vests over four years after the grant date as follows: (i) 25% on the first anniversary of the grant date and (ii) in equal annual installments over the next three years thereafter.
3. Not applicable.
4. These shares of Common Stock are issuable pursuant to a market-based RSU Grant under the Plan and will vest, if at all, based on achievement of certain target performance of the Issuer's stock price at the end of the three-year period ending December 31, 2015. The number represents the maximum number of shares that may be delivered pursuant to the award.
5. Grant of stock option pursuant to the Plan. This option will vest and become exercisable over four years after the grant date as follows: (i) 25% vesting on the first anniversary of the grant date and (ii) the balance vesting in equal quarterly installments over the next three years thereafter.

Signatures

Nancy R. Smith, attorney-in-fact

** Signature of Reporting Person

03/04/2013

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.