

ALLEN LEE F MD PhD
Form 4
August 06, 2010

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 *
ALLEN LEE F MD PhD

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)
08/05/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Medical Officer and EVP

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

(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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/06/2010		C	1,250 A 11 5,662		D	
Common Stock	08/05/2010		C	10,000 A 11 15,662		D	

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

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit	(2)	08/06/2010		C	1,250	(3) (1)	Common Stock	1,250
Restricted Stock Unit	(2)	08/05/2010		C	10,000	(4) (1)	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN LEE F MD PhD C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421			Chief Medical Officer and EVP	

Signatures

Joseph L. Farmer, attorney-in-fact 08/06/2010

**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) Not applicable.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Amended and Restated 2000 Stock Plan. These restricted
- (3) stock units vest in four equal, annual installments. The first and second installments vested on August 6, 2008 and 2009. The remaining installment will vest on August 6, 2011.
- (4) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. The grant will vest as follows: 50% on August 5, 2010, 25% on August 5, 2011 and the remaining 25% on August 5, 2012.

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.