

Holmes Scott A
Form 3
December 20, 2011

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 *

Â Holmes Scott A

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/19/2011

3. Issuer Name and Ticker or Trading Symbol

AMAG PHARMACEUTICALS INC. [AMAG]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)
X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

C/O AMAG

PHARMACEUTICALS,

INC.,Â 100 HAYDEN AVENUE

(Street)

LEXINGTON,Â MAÂ 02421

(City)

(State)

(Zip)

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)	09/12/2021	Common Stock	5,000	\$ 14.38	D	Â
Restricted Stock Units	Â (2)	Â (3)	Common Stock	3,000	\$ (4)	D	Â
Restricted Stock Unit	Â (5)	Â (3)	Common Stock	5,000	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Scott A C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON,Â MAÂ 02421	Â	Â	Â Chief Accounting Officer	Â

Signatures

Joseph L. Farmer,
attorney-in-fact

12/20/2011

__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 September 12, 2012, September 12, 2013, September 12, 2014 and September 12, 2015.
- (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 September 12, 2012, September 12, 2013, September 12, 2014 and September 12, 2015.
- (3) Not applicable.
- (4) 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. Second Amended and Restated 2007 Equity Incentive Plan.
- (5) This grant will vest in accordance with the following schedule: 50% on December 5, 2012, 25% on December 5, 2013 and 25% on December 5, 2014.

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