

White Christopher G
 Form 4
 January 07, 2013

FORM 4

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

OMB APPROVAL

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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 *
 White Christopher G

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)
 01/03/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Business Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/03/2013		M		10,000 (1)	A	(2)
Common Stock	01/04/2013		S	(3)	4,000	D	\$ 16.0254 (4)

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 Units	(5)	01/03/2013		M	10,000	(6) (2)	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White Christopher G C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421			Chief Business Officer	

Signatures

Nancy R. Smith,
attorney-in-fact
01/07/2013

__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) The shares were acquired by the reporting person as a result of the partial vesting of the restricted stock unit grant described below.
- (2) Not applicable.
- (3) The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
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 on this date. The actual sales prices per share range from \$15.71-\$16.37. 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.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
Grant of restricted stock unit pursuant to the Issuer's Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in three installments. The first installment of 10,000 restricted stock units vested on January 3, 2013. The remaining two installments of 5,000 restricted stock units each will vest on January 3, 2014 and January 3, 2015, respectively.

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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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