

MICROMET, INC.
Form 4
March 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
AMGEN INC

(Last) (First) (Middle)
ONE AMGEN CENTER DRIVE,

(Street)

THOUSAND
OAKS, CA 91320-1799

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROMET, INC. [MITI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 | 03/02/2012 | | P | | 452,388 (1) | A | \$ 11 80,477,485 | I | By Armstrong Acquisition Corp. |
| Common Stock | 03/05/2012 | | P | | 2,035,994 (2) (3) | A | \$ 11 82,513,479 | I | By Armstrong Acquisition Corp. |

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

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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AMGEN INC ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | X | | |
| Armstrong Acquisition Corp. C/O AMGEN INC. ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320-1799 | | X | | |

Signatures

/s/ David J. Scott, Senior Vice President, General Counsel and Secretary on behalf of Amgen Inc. and Armstrong Acquisition Corp.

03/06/2012

__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 initial tender offer (the "Initial Offer") commenced by Armstrong Acquisition Corp. ("Purchaser"), a wholly-owned subsidiary of Amgen Inc. ("Amgen"), to acquire all of the outstanding shares of common stock, par value \$0.00004 per share (together with the associated preferred share purchase rights, the "Shares") of Micromet, Inc. ("Micromet") at a purchase price of \$11.00 per Share in cash (the "Offer Price") expired at 12:00 midnight, New York City time, at the end of Thursday, March 1, 2012 (the "Expiration Date"). Based on the information provided to Amgen by the depository for the tender offers (the "Depository") on March 2, 2012, approximately 452,388 Shares subject to guaranteed delivery procedures in the Initial Offer, as described in the Offer to Purchase, dated February 2, 2012 (the "Offer to Purchase"), had been validly tendered and accepted for payment.

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(2) Following the Expiration Date, the Purchaser commenced a subsequent offering period (the "Subsequent Offer") to acquire all of the remaining untendered Shares of Micromet. The Subsequent Offer is scheduled to expire at 12:00 midnight, New York City time, at the end of March 6, 2012. Shares validly tendered during this Subsequent Offer are accepted immediately for payment and tendering stockholders are paid the Offer Price, upon the same terms and subject to the same conditions as the Initial Offer, as set forth in the Offer to Purchase and the related Letter of Transmittal included as exhibits to the Tender Offer Statement on Schedule TO-T filed by Purchaser and Amgen with the Securities and Exchange Commission on February 2, 2012, except that Shares tendered during the Subsequent Offer may not be withdrawn.

(3) Based on the information provided to Amgen by the Depository on March 5, 2012, approximately 349,177 Shares subject to guaranteed delivery procedures in the Initial Offer, as described in the Offer to Purchase, had been validly tendered and accepted for payment and approximately 1,686,817 Shares had been validly tendered and accepted for payment in the Subsequent Offer.

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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