

English Edward C  
Form 3  
June 28, 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
English Edward C		(Month/Day/Year)	AMAG PHARMACEUTICALS INC. [AMAG]	
(Last)	(First)	(Middle)	06/24/2011	
C/O AMAG PHARMACEUTICALS, INC., 100 HAYDEN AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LEXINGTON, MA 02421			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			VP, Controller, Interim CFO	
			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	

**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)
Common Stock	88 <sup>(1)</sup>	D	

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

SEC 1473 (7-02)

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**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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	Â (2)	05/22/2017	Common Stock	7,500	\$ 65.14	D	Â
Stock Options	Â (3)	10/01/2017	Common Stock	600	\$ 59	D	Â
Stock Options	Â (4)	02/26/2018	Common Stock	6,000	\$ 47.08	D	Â
Stock Options	Â (5)	07/01/2018	Common Stock	1,500	\$ 36.6	D	Â
Restricted Stock Units	Â (6)	08/19/2012	Common Stock	1,000	\$ (7)	D	Â
Stock Options	Â (8)	03/04/2019	Common Stock	7,000	\$ 27	D	Â
Stock Options	Â (9)	01/04/2020	Common Stock	1,750	\$ 38.39	D	Â
Stock Options	Â (10)	03/02/2020	Common Stock	4,000	\$ 35.13	D	Â
Restricted Stock Units	Â (11)	03/02/2014	Common Stock	876	\$ (7)	D	Â
Restricted Stock Units	Â (12)	11/15/2013	Common Stock	5,000	\$ (7)	D	Â
Stock Options	Â (13)	12/17/2020	Common Stock	2,000	\$ 17.44	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
English Edward C C/O AMAG PHARMACEUTICALS, INC. 100 HAYDEN AVENUE LEXINGTON, MA 02421	Â	Â	Â VP, Controller, Interim CFO	Â

## Signatures

Joseph L. Farmer,  
attorney-in-fact

06/28/2011

\*\*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) These shares were acquired by the reporting person pursuant to the Company's 2006 Employee Stock Purchase Plan. The purchase price for the shares was \$48.99, 85% of the closing price of the Company's common stock on November 30, 2007.
- (2) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Amended and Restated 2000 Stock Plan. This grant vested in four equal installments on May 22, 2008, May 22, 2009, May 22, 2010 and May 22, 2011.
- (3) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Amended and Restated 2000 Stock Plan. This grant vests in four equal installments. Installments one, two and three vested on October 1, 2008, October 1, 2009 and October 1, 2010, respectively. The fourth installment will vest on October 1, 2011.
- (4) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments. Installments one, two and three vested on February 26, 2009, February 26, 2010 and February 26, 2011, respectively. The fourth installment will vest on February 26, 2012.
- (5) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments. Installments one and two vested on July 1, 2009 and July 1, 2010. The third and fourth installments will vest on July 1, 2011 and July 1, 2012.
- (6) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests as follows: 50% on August 19, 2010, 25% on August 19, 2011 and the remaining 25% on August 19, 2012.
- (7) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (8) Grant of stock option pursuant to the AMAG Pharmaceuticals Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments. Installments one and two vested on March 4, 2010 and March 4, 2011. Installments three and four will vest on March 4, 2012 and March 4, 2013.
- (9) Grant of stock option pursuant to the AMAG Pharmaceuticals Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments. Installment one vested on January 4, 2011. Installments two, three and four will vest on January 4, 2012, January 4, 2013 and January 4, 2014, respectively.
- (10) Grant of stock option pursuant to the AMAG Pharmaceuticals Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments. Installment one vested on March 2, 2011. Installments two, three and four will vest on March 2, 2012, March 2, 2013 and March 2, 2014, respectively.
- (11) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments. Installment one vested on March 2, 2011. Installments two, three and four will vest on March 2, 2012, March 2, 2013 and March 2, 2014, respectively.
- (12) Grant of restricted stock unit pursuant to the AMAG Pharmaceuticals Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests as follows: 50% on November 15, 2011, 25% on November 15, 2012 and the remaining 25% on November 15, 2013.
- (13) Grant of stock option pursuant to the AMAG Pharmaceuticals, Inc. Second Amended and Restated 2007 Equity Incentive Plan. This grant vests in four equal installments on December 17, 2011, December 17, 2012, December 17, 2013 and December 17, 2014.

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.