

ADAGE CAPITAL PARTNERS LP
Form 4
November 10, 2009

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 *
ADAGE CAPITAL PARTNERS GP
LLC

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)
200 CLARENDON STREET, 52ND
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2009

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
BOSTON, MA 02116

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

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

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share ("Common Stock")	11/06/2009		P		100,000	A	\$ 44.6077	2,487,909	I	See Footnote (2)
Common Stock	11/09/2009		P		136,000	A	\$ 43.8128	2,623,909	I	See Footnote (2)
Common Stock	11/10/2009		J/K ⁽¹⁾		100,000	D	\$ 42.7249	2,523,909	I	See Footnote

									(2)
Common Stock	11/10/2009		X/K ⁽¹⁾	100,000	A	\$ 24.75	2,623,909	I	See Footnote (2)
Common Stock	11/10/2009		J/K ⁽¹⁾	477,324	A	\$ 42.7249	2,146,585	I	See Footnote (2)
Common Stock	11/10/2009		X/K ⁽¹⁾	477,324	A	\$ 24.75	2,623,909	I	See Footnote (2)

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

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.

SEC 1474
(9-02)

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
Equity Swap (obligation to buy) ⁽¹⁾	\$ 42.7249	11/10/2009		X/K	1	03/05/2009 12/11/2009	Common Stock	100,000
Equity Swap (obligation to buy) ⁽¹⁾	\$ 42.7249	11/10/2009		X/K	1	03/05/2009 12/11/2009	Common Stock	477,324

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

ADAGE CAPITAL PARTNERS GP LLC
 200 CLARENDON STREET
 52ND FLOOR
 BOSTON, MA 02116

ADAGE CAPITAL PARTNERS LP
 200 CLARENDON STREET
 52ND FLOOR
 BOSTON, MA 02116 X

Adage Capital Advisors, L.L.C.
 200 CLARENDON STREET
 52ND FLOOR
 BOSTON, MA 02116 X

Atchinson Robert
 200 CLARENDON STREET
 52ND FLOOR
 BOSTON, MA 02116 X

Gross Phillip
 200 CLARENDON STREET
 52ND FLOOR
 BOSTON, MA 02116 X

Signatures

/s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors,
 L.L.C.; By its managing member Robert Atchinson 11/10/2009
 __Signature of Reporting Person Date

/s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.;
 By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert
 Atchinson 11/10/2009
 __Signature of Reporting Person Date

/s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson 11/10/2009
 __Signature of Reporting Person Date

/s/ Robert Atchinson 11/10/2009
 __Signature of Reporting Person Date

/s/ Phillip Gross 11/10/2009
 __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 equity swap was settled pursuant to its terms based on the volume weighted average price of the Common Stock of the Issuer over the six consecutive trading days ending on the Transaction Date. The price pursuant to Rule 16b-6(c)(2) is set forth in Column 4 of Table I and Column 2 of Table II. The settlement of the equity swap and the reported purchase of Common Stock in connection therewith are exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16b-6(b)

Edgar Filing: ADAGE CAPITAL PARTNERS LP - Form 4

thereunder.

- (2) Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"), and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of the Fund. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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.