

ENDO PHARMACEUTICALS HOLDINGS INC

Form 4

December 13, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIMMEL ROGER H

(Last) (First) (Middle)

**C/O ROTHSCHILD INC., 1251
AVENUE OF THE AMERICAS**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**ENDO PHARMACEUTICALS
HOLDINGS INC [ENDP]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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, par value, \$.01 per share	12/10/2010		M		1,250	A	\$ 11
Common Stock, par value, \$.01 per share	12/10/2010		M		2,500	A	\$ 11.05
Common Stock, par value, \$.01	12/10/2010		M		9,991	A	\$ 20.42

per share

Common
Stock, par
value, \$.01
per share

12/10/2010

S

13,741 D

\$

36.55

191,853 ⁽²⁾

D

⁽¹⁾

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

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(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
2000 Stock Incentive Plan Stock Options (NQ)	\$ 11	12/10/2010		M	1,250	⁽³⁾ 03/12/2012	Common Stock	1,250
2000 Stock Incentive Plan Stock Options (NQ)	\$ 11.05	12/10/2010		M	2,500	⁽⁴⁾ 03/12/2013	Common Stock	2,500
2000 Stock Incentive Plan Stock Options (NQ)	\$ 20.42	12/10/2010		M	9,991	⁽⁵⁾ 03/12/2014	Common Stock	9,991

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIMMEL ROGER H C/O ROTHSCHILD INC. 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10022		X		

Signatures

/s/ Caroline B. Manogue, by Power of Attorney

12/13/2010

__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) This represents the average price at which Mr. Kimmel's common shares were sold at on December 10, 2010.

This number represents (i) 165,000 shares of common stock held in trusts for which Mr. Kimmel serves as trustee and as to which shares Mr. Kimmel holds either the sole or the shared power of disposition and power to vote, (ii) 2,262 shares of restricted stock, all of which are fully vested, (iii) 9,593 restricted stock units, of which 4,750 are fully vested and (iv) 14,998 shares of common stock, receipt of

- (2) which has been deferred under the Endo Pharmaceuticals Directors Deferred Compensation Plan. Mr. Kimmel's beneficial ownership disclosed in this table excludes all shares held by Mr. Kimmel indirectly, including shares underlying stock options as well as a total of 7,500 shares of common stock held in trusts for the benefit of Mr. Kimmel's adult children, as to which shares Mr. Kimmel has neither the power of disposition nor the power to vote.
- (3) Mr. Kimmel's 5,000 non-qualified stock options granted under the 2000 Stock Incentive Plan on March 12, 2002, were generally exercisable 25% per year on each of March 12, 2003, March 12, 2004, March 12, 2005 and March 12, 2006.
- (4) Mr. Kimmel's 5,000 non-qualified stock options granted under the 2000 Stock Incentive Plan on March 12, 2003, were generally exercisable 25% per year on each of March 12, 2004, March 12, 2005, March 12, 2006 and March 12, 2007.
- (5) Mr. Kimmel's 10,000 non-qualified stock options granted under the 2000 Stock Incentive Plan on March 12, 2004, were generally exercisable 25% per year on each of March 12, 2005, March 12, 2006, March 12, 2007 and March 12, 2008.

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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