

ENDO HEALTH SOLUTIONS INC.

Form 4

January 23, 2013

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

OMB APPROVAL

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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 *
 HYATT MICHAEL

2. Issuer Name **and** Ticker or Trading
 Symbol
 ENDO HEALTH SOLUTIONS INC.
 [ENDP]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 745 FIFTH AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/18/2013

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

NEW YORK, NY 10151

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value, \$0.01 per share	01/18/2013		M		5,000	A	\$ 11.05
					262,346 ⁽¹⁾	D	

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2000 Stock Incentive Plan Options	\$ 11.05	01/18/2013		M	5,000	<u>(2)</u>	03/12/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYATT MICHAEL 745 FIFTH AVENUE NEW YORK, NY 10151	X			

Signatures

/s/ Caroline B. Manogue, by Power of Attorney 01/23/2013

__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) This number represents (i) 220,000 shares of common stock owned directly by Mr. Hyatt, (ii) 20,750 shares of common stock held in trusts for which Mr. Hyatt serves as trustee and as to which shares Mr. Hyatt holds either the sole or the shared power of disposition and power to vote, (iii) 2,262 shares of restricted stock, all of which are fully vested, (iv) 5,481 restricted stock units and (v) 13,853 common shares. Mr. Hyatt's beneficial ownership disclosed in this table excludes all shares held by Mr. Hyatt indirectly, including shares underlying stock options as well as a total of 25,000 shares of common stock held in trusts for the benefit of Mr. Hyatt's adult children, as to which shares Mr. Hyatt has neither the power of disposition nor the power to vote.

(2) Mr. Hyatt's stock options that were granted under the 2000 Stock Incentive Plan on March 12, 2003 were exercisable 25% per year on each of March 12, 2004, March 12, 2005, March 12, 2006 and March 12, 2007, and were due to expire on March 12, 2013. The 5,000 stock options that Mr. Hyatt exercised on January 18, 2013 represent all of the remaining stock options from his March 12, 2003 grant. Although Mr. Hyatt exercised these stock options, he is currently holding the underlying shares.

(3) These securities were granted to Mr. Hyatt in consideration of his services on the Endo Health Solutions Inc. Board of Directors.

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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