

ENDO PHARMACEUTICALS HOLDINGS INC
 Form 4
 March 16, 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 *
KIMMEL ROGER H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2009

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

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

(Street)

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

NEW YORK, NY 10022

(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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 03/12/2009 | | A | A | 4,018 | \$ 0 ₍₂₎ | 180,995 ₍₃₎ | 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)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2007 Stock Incentive Plan | \$ 16.8 | 03/12/2009 | | A | 10,384 | <u>(4)</u> 03/12/2019 | Common Stock | 10,384 |

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

03/16/2009

__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) These restricted stock units were granted under the Endo Pharmaceuticals 2007 Stock Incentive Plan and vest ratably over a two-year period, 50% on March 12, 2010 and 50% on March 12, 2011, and will be settled in common stock. Pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan (the Plan), Mr. Kimmel has elected to defer receipt of these RSUs.

(2) These securities were granted to Mr. Kimmel in consideration of his services on the Endo Pharmaceuticals Holdings Inc. Board of Directors.

(3) 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) 6,759 restricted stock units (including these 4,018 restricted stock units), 1,371 of which are fully vested and (iv) 6,974 shares of common stock, receipt of 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.

(4) These stock options are exercisable 25% per year on March 12, 2010, March 12, 2011, March 12, 2011, and March 12, 2013.

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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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