

ENDO PHARMACEUTICALS HOLDINGS INC
 Form 4
 March 16, 2011

FORM 4

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

OMB APPROVAL

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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)
 03/14/2011

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)
				Code	V Amount (D) Price			
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽¹⁾ ⁽²⁾	03/14/2011		A	4,260	A <u>(3)</u>	4,260	D	
Common Stock, par value, \$.01 per share	03/14/2011		M	2,009	A <u>(4)</u> \$ 0	196,113 <u>(5)</u>	D	
	03/14/2011		M	1,417	A	196,113 <u>(5)</u>	D	

Common Stock, par value, \$.01 per share \$ 0
(6)

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)	Amount or Number of Shares
2007 Stock Incentive Plan Restricted Stock Units (RSU)	<u>(1)</u>	03/14/2011		M	2,009	03/14/2011 03/14/2011 ⁽⁷⁾	Common Stock	2,009
2007 Stock Incentive Plan Restricted Stock Units (RSU)	<u>(1)</u>	03/14/2011		M	1,417	03/14/2011 03/14/2011 ⁽⁸⁾	Common Stock	1,417

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

03/16/2011

__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).

- Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc. unless the director has elected to defer receipt of the vested shares under the Endo Pharmaceuticals Directors Deferred Compensation Plan.
- (1) These restricted stock units (RSUs) generally vest 100% on March 12, 2012. Upon vesting, we consider the underlying RSUs to be expired.
 - (2) These securities were granted to Mr. Kimmel in consideration of his services on the Endo Pharmaceuticals Holdings Inc. Board of Directors.

- This represents vesting of restricted stock units granted to Mr. Kimmel on March 12, 2009. Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc. However, on December 6, 2008, Mr. Kimmel elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.
- (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 were fully vested, (iii) 5,677 restricted stock units (including the 4,260 restricted stock units reported granted above) and (iv) 23,174

- (4) 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 2,500 shares of common stock held in trusts for the benefit of one of Mr. Kimmel's adult children, as to which shares Mr. Kimmel has neither the power of disposition nor the power to vote.

- This represents vesting of restricted stock units granted to Mr. Kimmel on March 12, 2010. Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc. However, on December 11, 2009, Mr. Kimmel elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.
- (5) Fifty percent (50%) of Mr. Kimmel's March 12, 2009 grant of restricted stock units (RSUs) generally vest on each of March 12, 2010 and March 12, 2011. Upon vesting, we consider the underlying RSUs to be expired. The 2,009 shown here is the amount that vested on March 14, 2011 (since March 12, 2011 was a Saturday). However, on December 6, 2008, Mr. Kimmel elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.

- (6) Fifty percent (50%) of Mr. Kimmel's March 12, 2010 grant of restricted stock units (RSUs) generally vest on each of March 12, 2011 and March 12, 2012. Upon vesting, we consider the underlying RSUs to be expired. The 1,417 shown here is the amount that vested on March 14, 2011 (since March 12, 2011 was a Saturday). However, on December 11, 2009, Mr. Kimmel elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.

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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