

LEVIN ALAN G
Form 4
December 09, 2010

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 *
LEVIN ALAN G

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)
12/07/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Financial Officer

C/O ENDO PHARMACEUTICALS HOLDINGS INC., 100 ENDO BOULEVARD

(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

CHADDS FORD, PA 19317

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value, \$.01 per share	12/07/2010		M		16,627	A	\$ 16.51
Common Stock, par value, \$.01 per share	12/07/2010		S		16,627	D	\$ 36.04 (1)
Common Stock, par	12/07/2010		M		4,977	A	\$ 11,554 20.09

value, \$.01
per share

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	\$ 16.51	12/07/2010		M	16,627	⁽²⁾ 06/01/2019	Common Stock	16,627
Stock Options (NQ)								
2007 Stock Incentive Plan	\$ 20.09	12/07/2010		M	4,977	⁽³⁾ 07/28/2019	Common Stock	4,977
Stock Options (ISO)								

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEVIN ALAN G
C/O ENDO PHARMACEUTICALS HOLDINGS INC.
100 ENDO BOULEVARD
CHADDS FORD, PA 19317

EVP, Chief Financial Officer

Signatures

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

12/09/2010

__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. Levin's common shares were sold at on December 7, 2010.
- (2) Mr. Levin's 66,503 non-qualified stock options granted under the 2007 Stock Incentive Plan on June 1, 2009, are generally exercisable 25% per year on each of June 1, 2010, June 1, 2011, June 1, 2012 and June 1, 2013.
- (3) Mr. Levin's 19,910 incentive stock options granted under the 2007 Stock Incentive Plan on July 28, 2009, are generally exercisable 25% per year on each of July 28, 2010, July 28, 2011, July 28, 2012 and July 28, 2013.

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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