

ENDO PHARMACEUTICALS HOLDINGS INC
Form 4
January 26, 2006

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)
1251 AVENUE OF THE AMERICAS
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2006

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

NEW YORK, NY 10022

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 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 \$.01 per share | 01/24/2006 | | S | 148,047 D \$ 27.52 | 210,000 | I | Sole beneficiary of trust |
| Common Stock, par value \$.01 per share | 01/24/2006 | | S | 16,259 D \$ 27.52 | 23,741 | D | |
| Common Stock, par value \$.01 | 01/24/2006 | | M | 10,000 A \$ 6.875 | 10,000 | D | |

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per share

Common
Stock, par
value \$.01
per share

01/24/2006 M 3,750 A \$ 11 3,750 D

Common
Stock, par
value \$.01
per share

01/24/2006 M 2,500 A \$ 11.05 2,500 D

Common
Stock, par
value \$.01
per share

01/24/2006 M 9 A \$ 20.42 9 D

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 | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock options granted pursuant to 2000 Stock Incentive Plan | \$ 6.875 | 01/24/2006 | | M | 10,000 | <u>(1)</u> 03/12/2011 | Common Stock | 10,000 | |
| Stock options granted pursuant to 2000 Stock | \$ 11 | 01/24/2006 | | M | 3,750 | <u>(2)</u> 03/12/2012 | Common Stock | 3,750 | |

Incentive
PlanStock
options
granted
pursuant
to 2000
Stock
Incentive
Plan

| | | | | | | | |
|----------|------------|---|-------|-----|------------|-----------------|-------|
| \$ 11.05 | 01/24/2006 | M | 2,500 | (3) | 03/12/2013 | Common Stock | 2,500 |
|----------|------------|---|-------|-----|------------|-----------------|-------|

Stock
options
granted
pursuant
to 2000
Stock
Incentive
Plan

| | | | | | | | |
|----------|------------|---|---|------------|------------|-----------------|---|
| \$ 20.42 | 01/24/2006 | M | 9 | 03/11/2005 | 03/12/2014 | Common Stock | 9 |
|----------|------------|---|---|------------|------------|-----------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KIMMEL ROGER H 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Jeffrey R. Black, by power of
attorney

01/26/2006

**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) 2,500 exercisable on 3/12/02, 2,500 exercisable on 3/12/03, 2,500 exercisable on 3/12/04 and 2,500 exercisable on 3/12/05.
 (2) 1,250 exercisable on 3/12/03, 1,250 exercisable on 3/12/04 and 1,250 exercisable on 3/12/05.
 (3) 1,250 exercisable on 3/12/04 and 1,250 exercisable on 3/12/05.

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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