Edgar Filing: Gergel Ivan P. - Form 4

Form 4	010												
February 24, 20											OMB AP	PROVAL	
FORM	4 UNITE	D STA	ATES						GE CO	MMISSION	OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or	Washington, D.C. 20549 ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										Expires: Estimated a burden hour response		
Form 5 obligations may continue. See Instruction 1(b). 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 Res	ponses)												
				2. Issuer Name and Ticker or Trading Symbol ENDO PHARMACEUTICALS						5. Relationship of Reporting Person(s) to Issuer			
				HOLDINGS INC [ENDP]						(Check all applicable)			
(Last)	(First)	(Month/Day/Year)						title 10% Owner Other (specify below)					
C/O ENDO PHARMACEI BOULEVARI		00 EN	1DO	02/22/201	2					EVP, Resea	rch & Develop	oment	
(Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)					Original		A	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
CHADDS FO	RD, PA 193	17							Pe	erson	ne man one Rej	portung	
(City)	(State)	(Zip))	Table I	- Non-	Der	ivative Sec	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Yea			tion Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
2010 Stock					Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Incentive Plan Restricted	02/22/2012				А		13,441	А	<u>(2)</u>	23,428	D		
Stock Units (RSU) (1)													
2010 Stock Incentive Plan Performance	02/22/2012				Α		13,441 (4)	A	<u>(2)</u>	26,757 <u>(4)</u>	D		

Shares (3)							
Common Stock, par value \$0.01 per share	02/23/2012 <u>(5)</u>	F	1,024 (6)	D	\$ 34.79 (7)	2,305	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)		
2010				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Incentive Plan Stock Options	\$ 34.7	02/22/2012		A	44,250	<u>(9)</u>	02/22/2022	Common Stock	44,250	
Reporting Owners										

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Gergel Ivan P. C/O ENDO PHARMACEUTICALS 100 ENDO BOULEVARD CHADDS FORD, PA 19317			EVP, Research & Development					
Signatures								
/s/ Caroline B. Manogue, by power of attorney		02/24/2	2012					
**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 Endo Pharmaceuticals Holdings Inc.
 (1) common stock. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 22, 2013, February 22, 2014, February 22, 2015 and February 22, 2016. Upon vesting, we consider the underlying RSUs to be expired.

(2) These securities were granted to Dr. Gergel in consideration of his services as the Executive Vice President, Research & Development of Endo Pharmaceuticals Holdings Inc.

(3) The performance shares vest upon the Company achieving certain financial targets.

Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain company
 (4) performance targets over a cumulative 3-year period, as determined by the Compensation Committee of the Board of Directors of Endo Pharmaceuticals Holdings Inc. The executive can earn between 0% and 200% of the target shares.

(5) Twenty-five percent (25%) of Dr. Gergel's February 23, 2011 grant of restricted stock units (RSUs) vested on February 23, 2012. Upon vesting, certain shares are withheld by the issuer to satisfy tax obligations on shares acquired.

- (6) These shares represent stock withheld by the issuer to satisfy tax withholding obligations on shares acquired upon vesting of restricted stock units.
- (7) \$34.79 represents the average price of the shares sold on February 23, 2012.
- (8) Representing the right to buy shares of common stock, par value \$0.01 per share, of Endo Pharmaceuticals Holdings Inc.
- (9) These stock options are generally exercisable 25% per year on each of February 22, 2013, February 22, 2014, February 22, 2015 and February 22, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.