

ELITE PHARMACEUTICALS INC /DE/
 Form 4
 January 03, 2008

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 *
BERK BERNARD

2. Issuer Name and Ticker or Trading Symbol
ELITE PHARMACEUTICALS INC /DE/ [ELI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

C/O ELITE PHARMACEUTICALS, INC., 165 LUDLOW AVENUE

(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

NORTHVALE, NJ 07647

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/31/2007 | | P | A | \$ 2,500 | 192,300 | D |
| Common Stock | 12/31/2007 | | P | A | \$ 2.05 | 194,800 | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Options | \$ 3 | 11/13/2006 | | A | 300,000 | (1) 11/13/2016 | Common Stock 300,000 |
| Options | \$ 2.69 | 09/02/2005 | | A | 400,000 | (2) 09/02/2015 | Common Stock 400,000 |
| Options | \$ 2.69 | 09/02/2005 | | A | 200,000 | (3) 09/02/2015 | Common Stock 200,000 |
| Options | \$ 2.15 | 06/23/2003 | | A | 225,000 (4) | 09/02/2005 06/22/2013 | Common Stock 225,000 (4) |
| Options | \$ 2.01 | 06/03/2003 | | A | 300,000 | 06/02/2003 06/02/2013 | Common Stock 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERK BERNARD C/O ELITE PHARMACEUTICALS, INC. 165 LUDLOW AVENUE NORTHVALE, NJ 07647 | X | | Chairman, CEO and President | |

Signatures

/s/ Bernard Berk 01/03/2008

**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) They vest upon the closing of an exclusive product license for the United States national market, the entire European Union market or the Japan market or product sale transaction of all of the Company's ownership rights in the United States (only once for each individual product) for the Company's first "Non-Generic Opioid Drug" as to 150,000 options and for the Company's second "Non-Generic Opioid Drug" as to 150,000 options.

(2) See Remarks.

(3) 100,000 of the options vested on September 2, 2006 and 100,000 of the options vested on September 2, 2007.

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- Represents a previously granted option to purchase 300,000 shares of the Registrant's Common Stock of which the Reporting person
- (4) waived and released any and all rights to receive or exercise such options as to 75,000 shares of Common Stock. The remaining 225,000 shares of Common Stock vested on September 2, 2005.

Remarks:

Modified on November 13, 2006 to provide for the following vesting period: the options vest as follows: (i) upon the commencement of the first Phase III clinical trial relating to the first "Non-Generic Opioid Drug" developed by the Company as to 125,000 options and relating to the second "Non-Generic Opioid Drug" developed by the company as to 75,000 options; (ii) 50,000 options upon the closing of an exclusive product license for the United States national market or product sale transaction of all of the Company's ownership rights (on a product by product basis and only once for each individual product) for each Company drug product, other than the "Non-Generic Opioid Drugs" for which the foregoing "Non-Generic Opioid Drug" options were granted under (i) above; (iii) 10,000 options upon the filing by the Company (in the Company's name) with the United States Food and Drug Administration (the "FDA") of either an abbreviated new drug application (an "ANDA") or a new drug application (including a NDA filed with the FDA (a "NDA"), for a product not covered by a previous application; (iv) 40,000 options upon the approval by the FDA of any ANDA or NDA (filed in the Company's name) for a product not previously approved by the FDA; (v) 25,000 options upon filing of an application for U.S. patent by the Company (filed in the Company's name); and (vi) 25,000 options upon the granting by U.S. Patent and Trademark Office of a patent to the Company (filed in the Company's name).

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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