

Sweeney Edward J
Form 4
March 07, 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 *
Sweeney Edward J

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)

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

Principal Accounting Officer

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value, \$.01 per share	03/03/2011		M		1,292	A	\$ 16.47
Common Stock, par value, \$.01 per share	03/03/2011		S		1,292	D	\$ 36 (1)
Common Stock, par	03/03/2011		M		6,339	A	\$ 28.61

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value, \$.01 per share							
Common Stock, par value, \$0.01 per share	03/03/2011	S	6,339	D	\$ 36.25 <u>(1)</u>	0	D
Common Stock, par value, \$0.01 per share	03/03/2011	M	4,612	A	\$ 30.55	4,612	D
Common Stock, par value, \$0.01 per share	03/03/2011	S	4,612	D	\$ 36.25 <u>(1)</u>	0	D
Common Stock, par value, \$0.01 per share	03/03/2011	M	5,068	A	\$ 25.19	5,068	D
Common Stock, par value, \$0.01 per share	03/03/2011	S	5,068	D	\$ 36 <u>(1)</u>	0	D
Common Stock, par value, \$0.01 per share	03/03/2011	M	5,760	A	\$ 19.93	5,760	D
Common Stock, par value, \$0.01 per share	03/03/2011	S	5,760	D	\$ 36 <u>(1)</u>	0	D
Common Stock, par value, \$0.01 per share	03/03/2011	M	3,319	A	\$ 20.61	3,319	D
Common Stock, par value, \$0.01 per	03/03/2011	S	3,319	D	\$ 36 <u>(1)</u>	0	D

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 (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)	8. Amount or Number of Shares
2000 Stock Incentive Plan Options	\$ 16.47	03/03/2011		M	1,292	<u>(2)</u> 08/11/2014	Common Stock	1,292
2004 Stock Incentive Plan Options	\$ 28.61	03/03/2011		M	6,339	<u>(4)</u> 02/14/2016	Common Stock	6,339
2000 Stock Incentive Plan Options	\$ 30.55	03/03/2011		M	4,612	<u>(5)</u> 02/21/2017	Common Stock	4,612
2007 Stock Incentive Plan Options	\$ 25.19	03/03/2011		M	5,068	<u>(6)</u> 02/21/2018	Common Stock	5,068
2007 Stock Incentive Plan Options	\$ 19.93	03/03/2011		M	5,760	<u>(7)</u> 02/26/2019	Common Stock	5,760

2007
 Stock
 Incentive Plan Options \$ 20.61 03/03/2011 M 3,319 (8) 02/19/2020 Common Stock 3,319

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sweeney Edward J C/O ENDO PHARMACEUTICALS HOLDINGS INC. 100 ENDO BOULEVARD CHADDS FORD, PA 19317			Principal Accounting Officer	

Signatures

/s/ Caroline B. Manogue, by Power of Attorney 03/07/2011

__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).

(1) This represents the average price that Mr. Sweeney's common shares were sold at on March 3, 2011.

Mr. Sweeney's stock options that were granted under the 2000 Stock Incentive Plan on August 11, 2004 were exercisable 25% per year on each of August 11, 2005, August 11, 2006, August 11, 2007 and August 11, 2008. The 1,292 stock options that were exercised now are those that remained exercisable from Mr. Sweeney's original grant of 2,586 stock options.

(3) These securities were granted to Mr. Sweeney in consideration of his services as the Principal Accounting Officer of Endo Pharmaceuticals Holdings Inc.

(4) Mr. Sweeney's stock options that were granted under the 2004 Stock Incentive Plan on February 14, 2006 were exercisable 25% per year on each of February 14, 2007, February 14, 2008, February 14, 2009 and February 14, 2010. The 6,339 stock options that were exercised now represent all of the shares exercisable from Mr. Sweeney's original grant of 6,339 stock options.

(5) Mr. Sweeney's stock options that were granted under the 2000 Stock Incentive Plan on February 21, 2007 were exercisable 25% per year on each of February 21, 2008, February 21, 2009, February 21, 2010 and February 21, 2011. The 4,612 stock options that were exercised now represent all of the shares exercisable from Mr. Sweeney's original grant of 4,612 stock options, including those that became exercisable on February 21, 2011.

(6) Mr. Sweeney's stock options that were granted under the 2007 Stock Incentive Plan on February 21, 2008 are generally exercisable 25% per year on each of February 21, 2009, February 21, 2010, February 21, 2011 and February 21, 2012. The 5,068 stock options that were exercised now represent all of the shares exercisable from Mr. Sweeney's original grant of 6,757 stock options, including those that became exercisable on February 21, 2011.

(7) Mr. Sweeney's stock options that were granted under the 2007 Stock Incentive Plan on February 26, 2009 are generally exercisable 25% per year on each of February 26, 2010, February 26, 2011, February 26, 2012 and February 26, 2013. The 5,760 stock options that were exercised now represent all of the shares exercisable from Mr. Sweeney's original grant of 11,520 stock options, including those that became exercisable on February 26, 2011.

(8) Mr. Sweeney's stock options that were granted under the 2007 Stock Incentive Plan on February 19, 2010 are generally exercisable 25% per year on each of February 19, 2011, February 19, 2012, February 19, 2013 and February 19, 2014. The 3,319 stock options that were exercised now represent all of the shares exercisable from Mr. Sweeney's original grant of 13,276 stock options and are those shares that became exercisable on February 19, 2011.

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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