

ENDO PHARMACEUTICALS HOLDINGS INC

Form 4

February 25, 2008

FORM 4UNITED 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 SECURITIESFiled 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 *
MANOGUE CAROLINE B2. 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)

100 ENDO BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2008____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec. V.P., CLO & Secy

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

CHADDS FORD, PA 19317

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ 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 (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		
2007 Stock Incentive Plan Restricted Stock Units (RSUs) ⁽¹⁾	02/21/2008		A		5,583	A	\$ 0 <u>(2)</u>	5,583	D

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

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(9-02)

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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 or Number of Shares
2007 Stock Incentive Plan Stock Options (3)	\$ 25.19	02/21/2008		A		40,722		<u>(4)</u>	02/21/2018	Common Stock	40,722

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MANOGUE CAROLINE B 100 ENDO BOULEVARD CHADDS FORD, PA 19317	Exec. V.P., CLO & Secy

Signatures

Caroline B.
Manogue 02/25/2008

**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) These restricted stock units (RSUs) vest over a four-year period, 50% on February 21, 2010 and 50% on February 21, 2012.
- (2) These securities were granted to Ms. Manogue in consideration of her services as the Chief Legal Officer of Endo Pharmaceuticals Holdings Inc.
- (3) Representing the right to buy Common Stock of Endo Pharmaceuticals Holdings Inc.
- (4) These stock options are exercisable 25% per year on each of February 21, 2009, February 21, 2010, February 21, 2011 and February 21, 2012.

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.