

ENDO PHARMACEUTICALS HOLDINGS INC

Form 4

March 16, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
MEANWELL CLIVE2. 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)
8 CAMPUS DRIVE
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2009☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

PARSIPPANY, NJ 07054

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 (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)
Common Stock, par value \$.01 per share ⁽¹⁾	03/12/2009		A	4,018 A	\$ 0 ₍₂₎ 9,021 ⁽³⁾	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.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Amount or Number of Shares
2007 Stock Incentive Plan	\$ 16.8	03/12/2009		A	10,384	⁽⁴⁾ 03/12/2019	Common Stock	10,384

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEANWELL CLIVE 8 CAMPUS DRIVE PARSIPPANY, NJ 07054		X		

Signatures

/s/ Caroline B. Manogue, by Power of Attorney 03/16/2009

__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 were granted under the Endo Pharmaceuticals 2007 Stock Incentive Plan and vest ratably over a two-year period, 50% on March 12, 2010 and 50% on March 12, 2011, and will be settled in common stock.

(2) These securities were granted to Dr. Meanwell in consideration of his services on the Endo Pharmaceuticals Holdings Inc. Board of Directors.

(3) This number represents (i) 2,262 shares of restricted stock, all of which are fully vested and (ii) 6,759 restricted stock units (including these 4,018 restricted stock units), 1,371 of which are fully vested. Dr. Meanwell's beneficial ownership disclosed in this table excludes all shares held by Dr. Meanwell indirectly, including shares underlying stock options.

(4) These stock options are exercisable 25% per year on March 12, 2010, March 12, 2011, March 12, 2012, and March 12, 2013.

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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