

ENDO PHARMACEUTICALS HOLDINGS INC
 Form 4
 October 14, 2005

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 *
 LEE DAVID A H

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)
 100 PAINTERS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. V.P and CSO

CHADDS FORD, PA 19317

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 10/12/2005 | | M | | 93,000 | A | \$ 3.42 93,000 |
| Common Stock, par value \$.01 per share | 10/12/2005 | | M | | 302,246 | A | \$ 2.42 395,246 |
| Common Stock, par value \$.01 per share | 10/12/2005 | | M | | 541,971 | A | \$ 3 937,217 |

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| | | | | | | | |
|---|------------|---|-----------|---|----------|-----------|---|
| Common Stock, par value \$.01 per share | 10/12/2005 | M | 32,325 | A | \$ 2.42 | 969,542 | D |
| Common Stock, par value \$.01 per share | 10/12/2005 | M | 621,468 | A | \$ 3 | 1,591,010 | D |
| Common Stock, par value \$.01 per share | 10/12/2005 | M | 408,087 | A | \$ 2.42 | 1,999,097 | D |
| Common Stock, par value \$.01 per share | 10/12/2005 | M | 613,647 | A | \$ 3 | 2,612,744 | D |
| Common Stock, par value \$.01 per share | 10/12/2005 | M | 339,305 | A | \$ 2.42 | 2,952,049 | D |
| Common Stock, par value \$.01 per share | 10/12/2005 | S | 1,777,512 | D | \$ 26.04 | 1,174,537 | 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.

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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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Class C1A Stock Option | \$ 3.42 | 10/12/2005 | | M | 93,000 | 10/12/2005 ⁽¹⁾ 08/26/2007 | Common Stock ⁽²⁾ 93,000 |

| | | | | | | | | |
|------------------------------|---------|------------|---|---------|---------------------------|------------|--------------------------------|---------|
| Class C1B Stock Option | \$ 2.42 | 10/12/2005 | M | 302,246 | 10/12/2005 ⁽¹⁾ | 08/26/2007 | Common Stock ⁽²⁾ | 302,246 |
| Class C2 Stock Option | \$ 3 | 10/12/2005 | M | 541,971 | 10/12/2005 ⁽¹⁾ | 08/26/2007 | Common Stock ⁽²⁾ | 541,971 |
| Class C2 Stock Option | \$ 2.42 | 10/12/2005 | M | 32,325 | 10/12/2005 ⁽¹⁾ | 08/26/2007 | Common Stock ⁽²⁾ | 32,325 |
| Class C3 Stock Option | \$ 3 | 10/12/2005 | M | 621,468 | 10/12/2005 ⁽¹⁾ | 08/26/2007 | Common Stock ⁽²⁾ | 621,468 |
| Class C3 Stock Option | \$ 2.42 | 10/12/2005 | M | 408,087 | 10/12/2005 ⁽¹⁾ | 08/26/2007 | Common Stock ⁽²⁾ | 408,087 |
| Class C4 Stock Option | \$ 3 | 10/12/2005 | M | 613,647 | 10/12/2005 ⁽¹⁾ | 08/26/2007 | Common Stock ⁽²⁾ | 613,647 |
| Class C4 Stock Option | \$ 2.42 | 10/12/2005 | M | 339,305 | 10/12/2005 ⁽¹⁾ | 08/26/2007 | Common Stock ⁽²⁾ | 339,305 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEE DAVID A H 100 PAINTERS DRIVE CHADDS FORD, PA 19317 | | | Exec. V.P and CSO | |

Signatures

/s/ David A.H.
Lee

10/14/2005

**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) The exercisability of the Stock Options was accelerated in connection with an offering of shares that closed on October 12, 2005.
- (2) Common Stock held by Endo Pharma LLC. The exercise of these stock options did not result in the issuance of additional Common Stock by the Issuer.

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.