

ENDO PHARMACEUTICALS HOLDINGS INC
Form 4
March 29, 2006

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 *
MITCHELL MICHAEL W

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)
4 TIMES SQUARE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2006

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Director until 3/15/2006

NEW YORK, NY 10036

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$.01 per share	03/27/2006		M	1,250 A \$ 11	0	D	
Common Stock, par value \$.01 per share	03/27/2006		M	1,250 A \$ 11.05	1,250 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	03/27/2006		M	2,500 A \$ 20.42	5,000 ⁽²⁾	D	

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Common Stock, par value \$.01 per share	03/27/2006	M	2,500	A	\$ 22.06	7,500 ⁽³⁾	D
Common Stock, par value \$.01 per share	03/27/2006	S	7,500	D	\$ 31.65	13,750 ⁽⁴⁾	D

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 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
Stock options granted pursuant to 2000 Stock Incentive Plan	\$ 11	03/27/2006		M	1,250	⁽⁵⁾ 03/12/2012	Common Stock	1,250
Stock options granted pursuant to 2000 Stock Incentive Plan	\$ 11.05	03/27/2006		M	1,250	⁽⁵⁾ 03/12/2013	Common Stock	1,250
Stock options	\$ 20.42	03/27/2006		M	2,500	⁽⁶⁾ 03/12/2014	Common Stock	2,500

granted
pursuant
to 2000
Stock
Incentive
Plan

Stock
options
granted
pursuant
to 2004
Stock
Incentive
Plan

\$ 22.06	03/27/2006	M	2,500	(7)	03/11/2015	Common Stock	2,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL MICHAEL W 4 TIMES SQUARE NEW YORK, NY 10036				Director until 3/15/2006

Signatures

/s/ Caroline B. Manogue, by power of attorney 03/29/2006

__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).

This number represents options to purchase 1,250 shares of our common stock granted under the Endo Pharmaceuticals Holdings Inc.

(1) 2000 Stock Incentive Plan, none of which are currently exercisable and all of which expire on June 13, 2006 due to Mr. Mitchell's resignation from the Endo Board of Directors effective March 15, 2006.

This number represents options to purchase 5,000 shares of our common stock granted under the Endo Pharmaceuticals Holdings Inc.

(2) 2000 Stock Incentive Plan, none of which are currently exercisable and all of which expire on June 13, 2006 due to Mr. Mitchell's resignation from the Endo Board of Directors effective March 15, 2006.

This number represents options to purchase 7,500 shares of our common stock granted under the Endo Pharmaceuticals Holdings Inc.

(3) 2004 Stock Incentive Plans, none of which are currently exercisable and all of which expire on June 13, 2006 due to Mr. Mitchell's resignation from the Endo Board of Directors effective March 15, 2006.

(4) Mr. Mitchell's amount of securities beneficially owned following the reported transactions represents options to purchase 13,750 shares of our common stock granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, none of which are currently exercisable and all of which expire on June 13, 2006 due to Mr. Mitchell's resignation from the Endo Board of Directors effective March 15, 2006.

(5) These 1,250 options became exercisable on 3/12/06.

(6) These 2,500 options became exercisable on 3/12/06.

(7) These 2,500 options became exercisable on 3/11/06.

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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