

ENDO PHARMACEUTICALS HOLDINGS INC

Form 4

October 14, 2005

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

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

OMB APPROVAL

OMB
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(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)
____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 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.

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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)
				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. 10/14/2005
Lee

 **Signature of Date
Reporting Person

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.
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