

MITCHELL MICHAEL W

Form 4

January 26, 2006

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

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(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)
01/24/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

NEW YORK, NY 10036

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$.01 per share	01/24/2006		M		10,000	A	\$ 6.875	10,000 D
Common Stock, par value \$.01 per share	01/24/2006		M		3,750	A	\$ 11	3,750 D
Common Stock, par value \$.01 per share	01/24/2006		M		2,500	A	\$ 11.05	2,500 D

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Common Stock, par value \$.01 per share	01/24/2006	M	2,500	A	\$ 20.42	2,500	D
Common Stock, par value \$.01 per share	01/24/2006	S	18,750	D	\$ 27.52	0	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 or Number of Shares
Stock options granted pursuant to 2000 Stock Incentive Plan	\$ 6.875	01/24/2006		M	10,000	<u>(1)</u> 03/12/2011	Common Stock 10,000
Stock options granted pursuant to 2000 Stock Incentive Plan	\$ 11	01/24/2006		M	3,750	<u>(2)</u> 03/12/2012	Common Stock 3,750
Stock options granted pursuant	\$ 11.05	01/24/2006		M	2,500	<u>(3)</u> 03/12/2013	Common Stock 2,500

to 2000
Stock
Incentive
Plan

Stock
options
granted
pursuant
to 2000
Stock
Incentive
Plan

\$ 20.42	01/24/2006	M	2,500	03/12/2005	03/12/2014	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	X			

Signatures

/s/ Jeffrey R. Black, by power of
attorney

01/26/2006

__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).
- (1) 2,500 exercisable on 3/12/02, 2,500 exercisable on 3/12/03, 2,500 exercisable on 3/12/04 and 2,500 exercisable on 3/12/05.
- (2) 1,250 exercisable on 3/12/03, 1,250 exercisable on 3/12/04 and 1,250 exercisable on 3/12/05.
- (3) 1,250 exercisable on 3/12/04 and 1,250 exercisable on 3/12/05.

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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