

LEVIN ALAN G  
Form 4  
February 24, 2012

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEVIN ALAN G

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)  
C/O ENDO PHARMACEUTICALS  
HOLDINGS INC., 100 ENDO  
BOULEVARD

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Chief Financial Officer

(Street)  
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. 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)
2010 Stock Incentive Plan Restricted Stock Units (RSU) <sup>(1)</sup>	02/22/2012		A	16,677 A <sup>(2)</sup>	28,953	D	
2010 Stock Incentive Plan Performance	02/22/2012		A	16,677 A <sup>(2)</sup> <sup>(4)</sup>	33,045 <sup>(4)</sup>	D	

Shares <sup>(3)</sup>

Common

Stock, par  
value \$0.01  
per share02/23/2012<sup>(5)</sup>

F

1,651  
<sup>(6)</sup>

D

\$  
34.79  
<sup>(7)</sup>

2,441

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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
2010 Stock Incentive Plan Stock Options <sup>(8)</sup>	\$ 34.7	02/22/2012		A	54,905	<sup>(9)</sup> 02/22/2022	Common Stock	54,905

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LEVIN ALAN G  
C/O ENDO PHARMACEUTICALS HOLDINGS INC.  
100 ENDO BOULEVARD  
CHADDS FORD, PA 19317

EVP, Chief Financial Officer

## Signatures

/s/ Caroline B. Manogue, by power of  
attorney

02/24/2012

                     \*\*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).

- Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of Endo Pharmaceuticals Holdings Inc. common stock. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 22, 2013, February 22, 2014, February 22, 2015 and February 22, 2016. Upon vesting, we consider the underlying RSUs to be expired.
- (1) These securities were granted to Mr. Levin in consideration of his services as the Executive Vice President, Chief Financial Officer of Endo Pharmaceuticals Holdings Inc.
- (2) The performance shares vest upon the Company achieving certain financial targets.
- Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain company performance targets over a cumulative 3-year period, as determined by the Compensation Committee of the Board of Directors of Endo Pharmaceuticals Holdings Inc. The executive can earn between 0% and 200% of the target shares.
- (4) Twenty-five percent (25%) of Mr. Levin's February 23, 2011 grant of restricted stock units (RSUs) vested on February 23, 2012. Upon vesting, certain shares are withheld by the issuer to satisfy tax obligations on shares acquired.
- (5) These shares represent stock withheld by the issuer to satisfy tax withholding obligations on shares acquired upon vesting of restricted stock units.
- (6) \$34.79 represents the average price of the shares sold on February 23, 2012.
- (7) Representing the right to buy shares of common stock, par value \$0.01 per share, of Endo Pharmaceuticals Holdings Inc.
- (8) These stock options are generally exercisable 25% per year on each of February 22, 2013, February 22, 2014, February 22, 2015 and February 22, 2016.
- (9)

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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