

ENDO PHARMACEUTICALS HOLDINGS INC

Form 4

March 14, 2012

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

OMB APPROVAL

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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 \*  
**KIMMEL ROGER 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)

**C/O ROTHSCHILD INC., 1251  
AVENUE OF THE AMERICAS**3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/12/2012**☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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 10022**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
| 2010 Stock<br>Incentive<br>Plan<br>Restricted<br>Stock Units<br>(RSU) <sup>(1)</sup> <sup>(2)</sup> | 03/12/2012                              |   | A                                       | 5,481 A <u>(3)</u>   | 5,481  | D  |   |
| Common<br>Stock, par<br>value, \$.01<br>per share   | 03/12/2012                              |   | M                                       | 1,417 A <u>\$ 0</u><br><u>(4)</u>  | 201,594 <u>(5)</u>   | D  |   |

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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<br>Derivative<br>Security<br>(Instr. 3)                         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
| 2007<br>Stock<br>Incentive<br>Plan<br>Restricted<br>Stock<br>Units<br>(RSU) | <u>(1)</u>   | 03/12/2012                              |   | M                                    | 1,417   | 03/12/2012 03/12/2012 <sup>(6)</sup>                           | Common<br>Stock   | 1,417                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| KIMMEL ROGER H<br>C/O ROTHSCHILD INC.<br>1251 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10022 | X                                |

## Signatures

/s/ Caroline B. Manogue, by Power of Attorney  
Date 03/14/2012

\*\*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).

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Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo

- (1) Pharmaceuticals Holdings Inc. unless the director has elected to defer receipt of the vested shares under the Endo Pharmaceuticals Directors Deferred Compensation Plan.

These restricted stock units (RSUs) generally vest 100% on March 12, 2013. Upon vesting, we consider the underlying RSUs to be

- (2) expired. Pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan, on December 15, 2011, Mr. Kimmel elected to defer receipt of these RSUs.

These securities were granted to Mr. Kimmel in consideration of his services on the Endo Pharmaceuticals Holdings Inc. Board of

- (3) Directors.

This represents vesting of restricted stock units granted to Mr. Kimmel on March 12, 2010. Upon each vesting date, each vested restricted

- (4) stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc. However, on December 11, 2009, Mr. Kimmel elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.

This number represents (i) 165,000 shares of common stock held in trusts for which Mr. Kimmel serves as trustee and as to which shares Mr. Kimmel holds either the sole or the shared power of disposition and power to vote, (ii) 2,262 shares of restricted stock, all of which

were fully vested, (iii) 5,481 restricted stock units and (iv) 28,851 shares of common stock, receipt of which has been deferred under the

- (5) Endo Pharmaceuticals Directors Deferred Compensation Plan. Mr. Kimmel's beneficial ownership disclosed in this table excludes all shares held by Mr. Kimmel indirectly, including shares underlying stock options as well as a total of 2,500 shares of common stock held in trusts for the benefit of one of Mr. Kimmel's adult children, as to which shares Mr. Kimmel has neither the power of disposition nor the power to vote.

Fifty percent (50%) of Mr. Kimmel's March 12, 2010 grant of restricted stock units (RSUs) generally vest on each of March 12, 2011 and

- (6) March 12, 2012. Upon vesting, we consider the underlying RSUs to be expired. The 1,417 shown here is the amount that vested on March 12, 2012. However, on December 11, 2009, Mr. Kimmel elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.

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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