

Gergel Ivan P.
Form 4
February 23, 2010

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 *
Gergel Ivan P.

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Research & Development

C/O ENDO
PHARMACEUTICALS, 100 ENDO
BOULEVARD

(Street)

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

CHADDS FORD, PA 19317

(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	(D)	Price

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)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
2007 Stock Incentive Plan Restricted Stock Units (RSU)	\$ 0 ⁽¹⁾	02/19/2010		A	22,181	⁽²⁾ 02/19/2014 ⁽²⁾	Common Stock	22,
2007 Stock Incentive Plan Stock Options ⁽⁴⁾	\$ 20.61	02/19/2010		A	62,967	⁽⁵⁾ 02/19/2020	Common Stock	62,
2007 Stock Incentive Plan Performance Shares	\$ 0 ⁽⁶⁾	02/19/2010		A	22,181	⁽⁶⁾ ⁽⁶⁾	Common Stock	22,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gergel Ivan P. C/O ENDO PHARMACEUTICALS 100 ENDO BOULEVARD CHADDS FORD, PA 19317			EVP, Research & Development	

Signatures

/s/ Caroline B. Manogue, by Power of Attorney

02/23/2010

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) Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of Endo Pharmaceuticals Holdings Inc. common stock.
- (2)

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These restricted stock units (RSUs) generally vest 100% on the fourth anniversary of the date of grant: February 19, 2014. Upon vesting, we consider the underlying RSUs to be expired.

- (3) These securities were granted to Dr. Gergel in consideration of his services as the Executive Vice President, Research & Development of Endo Pharmaceuticals Holdings Inc.
- (4) Representing the right to buy shares of common stock, par value \$.01 per share, of Endo Pharmaceuticals Holdings Inc.
- (5) These stock options are generally exercisable 25% per year on each of February 19, 2011, February 19, 2012, February 19, 2013 and February 19, 2014.

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.

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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