

MANOGUE CAROLINE B
Form 4
February 23, 2010

FORM 4

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

OMB APPROVAL

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

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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 *
MANOGUE CAROLINE B

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 ENDO BOULEVARD

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V.P., CLO & Secy

CHADDS FORD, PA 19317

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

(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 (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	02/22/2010		M	2,791	A \$ 0 ⁽¹⁾	33,626	D
Common Stock, par value \$0.01 per share	02/22/2010		F	988 ⁽²⁾	D \$ 20.48 ⁽³⁾	32,638	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)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2007 Stock Incentive Plan Restricted Stock Units (RSU)	(4)	02/22/2010		M	2,791	02/22/2010	02/22/2010 ⁽⁵⁾	Common Stock
2007 Stock Incentive Plan Restricted Stock Units (RSU)	(4)	02/19/2010		A	13,009	(6)	02/19/2014 ⁽⁶⁾	Common Stock
2007 Stock Incentive Plan Stock Options ⁽⁸⁾	\$ 20.61	02/19/2010		A	36,932	(9)	02/19/2020	Common Stock
2007 Stock Incentive Plan Performance Shares	(10)	02/19/2010		A	13,009	(10)	(10)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANOGUE CAROLINE B 100 ENDO BOULEVARD CHADDS FORD, PA 19317			Exec. V.P., CLO & Secy	

Signatures

/s/ Caroline B.
Manogue

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) This represents vesting of restricted stock units granted to Ms. Manogue on February 21, 2008. Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc.
- (2) This represents stock withheld by issuer to satisfy tax withholding obligations on shares acquired upon vesting of restricted stock units.
- (3) \$20.48 represents the average of the high and low share price on February 19, 2010.
- (4) Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc.

Fifty percent (50%) of Ms. Manogue's February 21, 2008 grant of restricted stock units (RSUs) generally vest on each of February 21, 2010 and February 21, 2012. The 2,791 shown here is the amount that vested on February 22, 2010 (since February 21, 2010 was a Sunday). Upon vesting, we consider the underlying RSUs to be expired.
- (5) These restricted stock units (RSUs) generally vest 100% on February 19, 2014. Upon vesting, we consider the underlying RSUs to be expired.
- (6) These securities were granted to Ms. Manogue in consideration of her services as the Chief Legal Officer of Endo Pharmaceuticals Holdings Inc.
- (7) Representing the right to buy shares of common stock, par value \$.01 per share, of Endo Pharmaceuticals Holdings Inc.
- (8) 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.
- (9) Represents target quantity of shares issuable. The exact number of shares issuable will be determined based 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.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.