

Rudio Daniel
Form 4
February 23, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rudio Daniel

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)
02/19/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President, Controller

C/O ENDO
PHARMACEUTICALS, 100 ENDO
BLVD.

(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	(A) or (D) Price			
Common Stock, par value, \$0.01 per share	02/21/2012 ⁽¹⁾		F		185 ⁽²⁾	D \$ 35.64 ⁽³⁾	297	D	
Common Stock, par value, \$0.01 per share	02/21/2012 ⁽⁴⁾		F		130 ⁽²⁾	D \$ 35.18 ⁽⁵⁾	220	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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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rudio Daniel C/O ENDO PHARMACEUTICALS 100 ENDO BLVD. CHADDS FORD, PA 19317	Vice President, Controller

Signatures

/s/ Caroline B. Manogue, by Power of Attorney 02/23/2012

__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).

- Twenty-five percent (25%) of Mr. Rudio's February 19, 2010 grant of restricted stock units (RSUs) vested on February 21, 2012 (since February 19, 2012 was a Sunday and February 20, 2012 was a holiday). Upon vesting, certain shares are delivered by the issuer to satisfy tax obligations on shares acquired.
- These shares represent stock delivered by the issuer to satisfy tax obligations on shares acquired upon vesting of restricted stock units.
 - \$35.64 represents the average price of the shares sold on February 21, 2012.
 - Twenty-five percent (25%) of Mr. Rudio's February 21, 2008 grant of restricted stock units (RSUs) vested on February 21, 2012. Upon vesting, certain shares are delivered by the issuer to satisfy tax obligations on shares acquired.

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(5) \$35.18 represents the average price of the shares sold on February 21, 2012.

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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