

ENDOLOGIX INC /DE/

Form 4

July 29, 2009

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 *
ELLIOTT INTERNATIONAL, L.P.

(Last) (First) (Middle)

C/O MAPLES & CALDER, P.O.
BOX 309, UGLAND HOUSE,
SOUTH CHURCH STREET

(Street)

GEORGE TOWN, E9 00000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ENDOLOGIX INC /DE/ [ELGX]

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

07/27/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/27/2009		S		16,943	D \$ 4.95	3,782,658 D
Common Stock	07/27/2009		S		3,300	D \$ 4.955	3,779,358 D
Common Stock	07/27/2009		S		17,040	D \$ 4.96	3,762,318 D
Common Stock	07/27/2009		S		3,420	D \$ 4.965	3,758,898 D
Common Stock	07/27/2009		S		2,040	D \$ 4.97	3,756,858 D

Common Stock	07/27/2009	S	3,540	D	\$ 4.98	3,753,318	D
Common Stock	07/27/2009	S	1,560	D	\$ 4.99	3,751,758	D
Common Stock	07/27/2009	S	7,740	D	\$ 4.995	3,744,018	D
Common Stock	07/27/2009	S	1,380	D	\$ 5	3,742,638	D

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

ELLIOTT INTERNATIONAL, L.P.
C/O MAPLES & CALDER, P.O. BOX 309
UGLAND HOUSE, SOUTH CHURCH STREET
GEORGE TOWN, E9 00000

X

Signatures

Elliot Greenberg, V.P. of Elliott International Capital Advisors Inc., as Attorney-In-Fact for
Elliott International, L.P.

07/29/2009

__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).

Remarks:

On July 27, 2009, Elliott International, L.P. ("Elliott") sold an aggregate of 56,963 shares of Common Stock of Endologix, Inc. (the "Company") as reported on this Form 4. Elliott does not currently have any plans to sell any additional shares of Common Stock of the Company, but reserves the right to do so as market conditions or other circumstances change.

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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