

ENDO PHARMACEUTICALS HOLDINGS INC
 Form 4
 May 03, 2006

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 *
 LANKAU PETER A

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)
 05/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

CHADDS FORD, PA 19317
 (City) (State) (Zip)

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

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
Common Stock, par value \$.01 per share	05/01/2006		M		43,652	A	\$ 7.25
					1,288,479 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	05/01/2006		S		43,652 ⁽²⁾	D	\$ 32.3688
					1,244,827 ⁽³⁾	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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options granted pursuant to 2000 Stock Incentive Plan	\$ 7.25	05/01/2006		M	43,652	<u>(4)</u>	10/13/2010	Common Stock	43,652

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANKAU PETER A 100 ENDO BOULEVARD CHADDS FORD, PA 19317	X		President & CEO	

Signatures

/s/ Peter A. Lankau 05/03/2006

**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) Mr. Lankau's beneficial ownership includes 67,399 shares of Endo common stock and 1,221,080 shares underlying options granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, 524,443 of which are currently exercisable.

(2) As previously disclosed, Mr. Lankau had placed 436,520 of the shares underlying his stock options into a 10b5-1 pre-set selling program for a period of approximately 24 months, which began on March 1, 2006 (the "Lankau Pre-Set Selling Program"). The shares sold here were sold pursuant to the Lankau Pre-Set Selling Program, which leaves 305,564 shares (underlying options) in the Lankau Pre-Set Selling Program as of May 3, 2006.

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- Mr. Lankau's beneficial ownership includes 23,747 shares of Endo common stock and 1,221,080 shares underlying options granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, 524,443 of which are currently exercisable. The 43,652 shares sold here were sold pursuant to the Lankau Pre-Set Selling Program, which leaves 305,564 shares (underlying options) in the Lankau Pre-Set Selling Program as of May 3, 2006.
- (3)
- (4) 17,044 were exercisable on 10/13/2003 and 26,608 were exercisable on 10/13/2004.

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.