

Spengler William
Form 4
March 14, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Spengler William

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)
03/12/2012

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

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)
 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| 2010 Stock Incentive Plan Restricted Stock Options (RSU) ⁽¹⁾ ⁽²⁾ | 03/12/2012 | | A | 5,481 | A | <u>(3)</u> 5,481 | D |
| Common Stock, par value, \$.01 | 03/12/2012 | | M | 1,417 | A | \$ 0 <u>(4)</u> 27,539 ⁽⁵⁾ | D |

per share

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| 2007 Stock Incentive Plan Restricted Stock Units (RSU) | (1) | 03/12/2012 | | A | 1,417 | 03/12/2012 03/12/2012 ⁽⁶⁾ | Common Stock | 1,417 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Spengler William C/O ENDO PHARMACEUTICALS 100 ENDO BOULEVARD CHADDS FORD, PA 19317 | X | | | |

Signatures

/s/ Caroline B. Manogue, by Power of Attorney
03/14/2012

__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).

Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc. unless the director has elected to defer receipt of the vested shares under the Endo Pharmaceuticals Directors Deferred Compensation Plan.

(1) These restricted stock units (RSUs) generally vest 100% on March 12, 2013. Upon vesting, we consider the underlying RSUs to be expired. Pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan, on December 13, 2011, Mr. Spengler elected to defer receipt of these RSUs.

(3) These securities were granted to Mr. Spengler in consideration of his services on the Endo Pharmaceutical Holdings Inc. Board of Directors.

(4) This represents vesting of restricted stock units granted to Mr. Spengler on March 12, 2010. Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Pharmaceuticals Holdings Inc. On December 15, 2009, Mr. Spengler elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.

(5) This number represents (i) 5,481 restricted stock units and (ii) 22,058 shares of common stock, receipt of which 19,940 has been deferred under the Endo Pharmaceuticals Directors Deferred Compensation Plan. Mr. Spengler's beneficial ownership disclosed in this table excludes all shares held by Mr. Spengler indirectly, including shares underlying stock options.

(6) Fifty percent (50%) of Mr. Spengler's March 12, 2010 grant of restricted stock units (RSUs) generally vest on each of March 12, 2011 and March 12, 2012. Upon vesting, we consider the underlying RSUs to be expired. The 1,417 shown here is the amount that vested on March 12, 2012. However, on December 15, 2009, Mr. Spengler elected to defer receipt of these shares pursuant to the Endo Pharmaceuticals Directors Deferred Compensation Plan.

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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