

LEVIN ALAN G
Form 4
January 03, 2013

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 *
LEVIN ALAN G

2. Issuer Name and Ticker or Trading Symbol
ENDO HEALTH SOLUTIONS INC.
[ENDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Financial Officer

C/O ENDO HEALTH SOLUTIONS INC., 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)
			Code	V	Amount or Price		
Common Stock, par value, \$.01 per share	12/31/2012 ⁽¹⁾		M		32,023 A \$ 0 ⁽²⁾	50,154	D
Common Stock, par value, \$.01 per share	12/31/2012 ⁽¹⁾		F		14,237 ⁽³⁾ D \$ 25.89 ⁽⁴⁾	35,917	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2007 Stock Incentive Plan Performance Shares	(5)	12/31/2012		M	21,349 (6)	12/31/2012	(7)	Common Stock	21,349 (6)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEVIN ALAN G
C/O ENDO HEALTH SOLUTIONS INC.
100 ENDO BOULEVARD
CHADDS FORD, PA 19317

EVP, Chief Financial Officer

Signatures

/s/ Caroline B. Manogue, by power of attorney

01/03/2013

__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).

On December 31, 2012, the cumulative 3-year performance period for Mr. Levin's February 19, 2010 grant of performance shares concluded. At this time, the performance shares were converted into 32,023 shares of common stock. Of this amount, 14,237 shares were withheld by the issuer to satisfy tax obligations on shares acquired and 17,786 shares were transferred to Mr. Levin effective immediately.

(1) This represents the automatic conversion of performance shares granted to Mr. Levin on February 19, 2010 to shares of Endo Health Solutions Inc. common stock pursuant to the terms of the underlying award agreement.

(3)

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These shares represent stock withheld by the issuer to satisfy tax withholding obligations on shares acquired upon vesting of performance shares.

- (4) Represents the value of shares withheld by the Company to cover tax withholding obligations.
- (5) At the conclusion of the cumulative 3-year performance period, the performance shares vest and are converted into a determinable quantity of shares of common stock upon the Company achieving certain financial targets.
Represents target quantity of shares issuable. The exact number of shares issued is 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 Health Solutions Inc. The executive earns between 0% and 200% of the target shares.
- (6) There is no expiration date for performance shares.
- (7) These securities were granted to Mr. Levin in consideration of his services as the Executive Vice President & Chief Financial Officer of Endo Health Solutions Inc.
- (8)

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.