

ENDO HEALTH SOLUTIONS INC.

Form 4

August 27, 2013

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 *
MANOGUE CAROLINE B

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)

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

C/O ENDO HEALTH SOLUTIONS
INC., 1400 ATWATER DRIVE

08/26/2013

Exec. V.P., CLO & Secy

(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

MALVERN, PA 19355

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value, \$.01 per share	08/26/2013		M	130,000	A \$ 28.61	192,014 ⁽¹⁾	D
Common Stock, par value, \$.01 per share	08/26/2013		S	130,000	D \$ 39.4 ⁽²⁾	62,014 ⁽¹⁾	D
Common Stock, par value, \$.01	08/26/2013		S	15,592	D \$ 39.4 ⁽²⁾	46,422 ⁽¹⁾	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 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 o Number o Shares
2004 Stock Incentive Plan Stock Options (NQ)	\$ 28.61	08/26/2013		M	130,000	(3) 02/14/2016	Common Stock 130,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MANOGUE CAROLINE B
C/O ENDO HEALTH SOLUTIONS INC.
1400 ATWATER DRIVE
MALVERN, PA 19355

Exec. V.P., CLO & Secy

Signatures

/s/ Caroline B.
Manogue 08/28/2013

____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).

(1) On August 9, 2013, in connection with her personal financial planning, Ms. Manogue placed 130,000 of the shares underlying her stock options and 15,592 shares of common stock, which she had obtained upon vesting of certain restricted stock units and performance share

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units, into a 10b5-1 pre-set selling program (the "Manogue Pre-Set Selling Program"). The Manogue Pre-Set Selling Program's initial termination date was the earlier of August 29, 2014 or the date all shares under the program were sold. The options exercised and the shares sold above were sold pursuant to the Manogue Pre-Set Selling Program, which leaves no remaining shares (underlying options or otherwise) in the current Manogue Pre-Set Selling Program.

- (2) This represents the price at which Ms. Manogue's common shares were sold on August 26, 2013.
- (3) Ms. Manogue's stock options that were granted under the 2004 Stock Incentive Plan on February 14, 2006 were generally exercisable 25% per year on each of February 14, 2007, February 14, 2008, February 14, 2009, February 14, 2010.
- (4) These securities were granted to Ms. Manogue in 2006 in consideration of her services as the Executive Vice President, Chief Legal Officer and Secretary of Endo Health Solutions Inc.

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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