

ENDO PHARMACEUTICALS HOLDINGS INC
 Form 4
 November 28, 2005

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 *
KIMMEL ROGER H

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)
 1251 AVENUE OF THE AMERICAS
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/23/2005

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

NEW YORK, NY 10022

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

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 per share | 11/23/2005 | | S | | 35,584 ⁽¹⁾ | D | \$ 30 | 482,275 ⁽²⁾ | I | Sole beneficiary of trust |
| Common Stock, par value \$.01 per share | 11/23/2005 | | S | | 8,000 ⁽¹⁾ | D | \$ 30.01 | 474,275 ⁽³⁾ | I | Sole beneficiary of trust |
| Common Stock, par value \$.01 | 11/23/2005 | | S | | 100 ⁽¹⁾ | D | \$ 30.02 | 474,175 ⁽⁴⁾ | I | Sole beneficiary of trust |

per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KIMMEL ROGER H 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Caroline B. Manogue, by power of attorney
Date: 11/28/2005

**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) These shares were sold pursuant to a previously disclosed 10b5-1 pre-set selling program.
- (2) Mr. Kimmel's beneficial ownership includes (i) 442,275 shares of common stock held in trusts for which Mr. Kimmel serves as trustee and as to which shares Mr. Kimmel holds either the sole or the shared power of disposition and power to vote and (ii) options to purchase 40,000 shares of common stock granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, 18,750 of which are currently exercisable. Mr. Kimmel's beneficial ownership excludes a total of 40,367 shares held in trusts for the benefit of Mr. Kimmel's adult children, as to which shares Mr. Kimmel has neither the power of disposition nor the power to vote. Of the 442,275 shares

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of common stock held in the trusts, 177,865 were placed in a 10b5-1 pre-set selling program for a period of six months from November 1, 2005 (the "Kimmel Pre-Set Selling Program"). The 35,584 shares sold here were from these 177,865 shares, leaving 142,281 shares in the Kimmel Pre-Set Selling Program.

- (3) Mr. Kimmel's beneficial ownership includes (i) 434,275 shares of common stock held in trusts for which Mr. Kimmel serves as trustee and as to which shares Mr. Kimmel holds either the sole or the shared power of disposition and power to vote and (ii) options to purchase 40,000 shares of common stock granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, 18,750 of which are currently exercisable. Mr. Kimmel's beneficial ownership excludes a total of 40,367 shares held in trusts for the benefit of Mr. Kimmel's adult children, as to which shares Mr. Kimmel has neither the power of disposition nor the power to vote. Of the 434,275 shares of common stock held in the trusts, 177,865 were placed in a 10b5-1 pre-set selling program for a period of six months from November 1, 2005 (the "Kimmel Pre-Set Selling Program"). The 8,000 shares sold here were from these 177,865 shares, leaving 134,281 shares in the Kimmel Pre-Set Selling Program.

- (4) Mr. Kimmel's beneficial ownership includes (i) 434,175 shares of common stock held in trusts for which Mr. Kimmel serves as trustee and as to which shares Mr. Kimmel holds either the sole or the shared power of disposition and power to vote and (ii) options to purchase 40,000 shares of common stock granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, 18,750 of which are currently exercisable. Mr. Kimmel's beneficial ownership excludes a total of 40,367 shares held in trusts for the benefit of Mr. Kimmel's adult children, as to which shares Mr. Kimmel has neither the power of disposition nor the power to vote. Of the 434,175 shares of common stock held in the trusts, 177,865 were placed in a 10b5-1 pre-set selling program for a period of six months from November 1, 2005 (the "Kimmel Pre-Set Selling Program"). The 100 shares sold here were from these 177,865 shares, leaving 134,181 shares in the Kimmel Pre-Set Selling Program as of the date hereof.

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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