

ENDOLOGIX INC /DE/
Form 4/A
February 17, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mitchell Robert D

(Last) (First) (Middle)

2 MUSICK

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ENDOLOGIX INC /DE/ [ELGX]

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

07/14/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

07/15/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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 Ownership (Instr. 4)
Common Shares	12/10/2010		A	Amount (1) 100,000	(A) or (D) A \$ 0 357,649	D	
Common Shares	07/14/2014		F	(2) 52,180	D \$ 0 305,469	D	
Common Stock	09/09/2012		A	(3) 28,944	A \$ 0 305,469	D	
Common Stock	07/14/2014		F	(2) 11,328	D \$ 0 294,141	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell Robert D 2 MUSICK IRVINE, CA 92618			President	

Signatures

Robert D. Mitchell by Timothy N. Brady, Attorney-in-Fact for Reporting Person

02/17/2015

__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) This award was originally reported on a Form 4 filed with the Securities and Exchange Commission on December 14, 2010. 29% percent of the shares subject to this award vested upon the Company's achievement of a performance milestone on July 14, 2014.
- (2) Withholding of shares to satisfy statutory tax withholding obligations related to the vested shares. The Reporting Person made a withholding election on July 14, 2014.
- (3) This award was originally reported on a Form 4 filed with the Securities and Exchange Commission on September 11, 2012. 75% percent of the shares subject to this award vested upon the Company's achievement of a performance milestone on July 14, 2014.

Remarks:

This Form 4/A is being filed to correct the amount of securities beneficially owned by the reporting person following the report

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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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