

LANKAU PETER A
Form 4
October 25, 2006

FORM 4

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

OMB APPROVAL

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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 *
LANKAU PETER A

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)
100 ENDO BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2006

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

CHADDS FORD, PA 19317

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 | (D) | Price |
| Common Stock, par value \$.01 per share | 10/23/2006 | | M | | 43,652 | A | \$ 9.17 |
| | | | | | 1,070,219 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 10/23/2006 | | S | | 43,652 ⁽²⁾ | D | \$ 29.8016 |
| | | | | | 1,026,567 ⁽³⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock options granted pursuant to 2000 Stock Incentive Plan | \$ 9.17 | 10/23/2006 | | M | 43,652 | ⁽⁴⁾ 09/19/2012 | Common Stock | 43,652 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANKAU PETER A 100 ENDO BOULEVARD CHADDS FORD, PA 19317 | X | | President & CEO | |

Signatures

/s/ Peter A.
Lankau
10/25/2006

**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) Mr. Lankau's beneficial ownership includes 67,399 shares of Endo common stock and 1,002,820 shares underlying options granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, 521,214 of which are currently exercisable.

(2) As previously disclosed, Mr. Lankau had placed 436,520 of the shares underlying his stock options into a 10b5-1 pre-set selling program for a period of approximately 24 months, which began on March 1, 2006 (the "Lankau Pre-Set Selling Program"). The shares sold here were sold pursuant to the Lankau Pre-Set Selling Program, which leaves 87,304 shares (underlying options) in the Lankau Pre-Set Selling Program as of October 25, 2006.

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- Mr. Lankau's beneficial ownership includes 23,747 shares of Endo common stock and 1,002,820 shares underlying options granted under the Endo Pharmaceuticals Holdings Inc. 2000 and 2004 Stock Incentive Plans, 521,214 of which are currently exercisable. The 43,652 shares sold here were sold pursuant to the Lankau Pre-Set Selling Program, which leaves 87,304 shares (underlying options) in the Lankau Pre-Set Selling Program as of October 25, 2006.
- (3) Of the 43,652 shares sold here, 40,985 of the related stock options were exercisable on 9/19/2004 and 2,667 of the related stock options were exercisable on 9/19/2005.
 - (4) This number represents the remainder of the 9/19/2002 grant to Mr. Lankau of 360,000 options.

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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