

LANKAU PETER A

Form 4

October 25, 2006

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 *
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 (A) or (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options granted pursuant to 2000 Stock Incentive Plan	\$ 9.17	10/23/2006		M		43,652		<u>(4)</u>	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)
- (4) 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.
- (5) 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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