

Spengler William
Form 3
July 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | |
|--|---|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Spengler William</p> <p>(Last) (First) (Middle)</p> <p>C/O ENDO PHARMACEUTICALS, 100 ENDO BOULEVARD</p> <p>(Street)</p> <p>CHADDS FORD, PA 19317</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/26/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ENDO PHARMACEUTICALS HOLDINGS INC [ENDP]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| 2007 Stock Incentive Plan Restricted Stock Units (RSUs) ⁽¹⁾ | 2,118 ⁽²⁾ | D | À |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|--|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| 2004 Stock Incentive Plan Stock Options ⁽³⁾ | Â ⁽⁴⁾ | 06/26/2018 | Common Stock | 5,171 | \$ 23.9 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Spengler William C/O ENDO PHARMACEUTICALS 100 ENDO BOULEVARD CHADDS FORD, PA 19317 | Â X | Â | Â | Â |

Signatures

/s/ Caroline B. Manogue, by Power of Attorney 07/01/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- These restricted stock units (RSUs) vest over a two-year period, 50% on June 26, 2009 and 50% on June 26, 2010. Pursuant to the Endo Pharmaceuticals Holdings Inc. Directors Deferred Compensation Plan, Mr. Spengler has until July 25, 2008 to elect to defer receipt of these RSUs or any portion thereof.
- (1) These securities were granted to Mr. Spengler in consideration of his anticipated services as a member of the Board of Directors of Endo Pharmaceuticals Holdings Inc.
 - (2) Representing the right to buy Common Stock of Endo Pharmaceuticals Holdings Inc.
 - (3) These stock options are exercisable 25% per year on each of June 26, 2009, June 26, 2010, June 26, 2011 and June 26, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.