

MANOGUE CAROLINE B
Form 4
January 03, 2013

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 *
MANOGUE CAROLINE B

2. Issuer Name and Ticker or Trading Symbol
ENDO HEALTH SOLUTIONS 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)
12/31/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Exec. V.P., CLO & Secy

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value, \$.01 per share | 12/31/2012 ⁽¹⁾ | | M | | 19,513 A \$ 0 ⁽²⁾ | 50,348 | D |
| Common Stock, par value, \$.01 per share | 12/31/2012 ⁽¹⁾ | | F | | 5,775 ⁽³⁾ D \$ 25.89 ⁽⁴⁾ | 44,573 | 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 |
| 2007 Stock Incentive Plan Performance Shares | (5) | 12/31/2012 | | M | 13,009 (6) | 12/31/2012 | (7) | Common Stock | 13,009 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANOGUE CAROLINE B 100 ENDO BOULEVARD CHADDS FORD, PA 19317 | | | Exec. V.P., CLO & Secy | |

Signatures

/s/ Caroline B. Manogue, by power of attorney
 01/03/2013
 **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) On December 31, 2012, the cumulative 3-year performance period for Ms. Manogue's February 19, 2010 grant of performance shares concluded. At this time, the performance shares were converted into 19,513 shares of common stock. Of this amount, 5,775 shares were withheld by the issuer to satisfy tax obligations on shares acquired and 13,738 shares were transferred to Ms. Manogue effective immediately.
 - (2) This represents the automatic conversion of performance shares granted to Ms. Manogue on February 19, 2010 to shares of Endo Health Solutions Inc. common stock pursuant to the terms of the underlying award agreement.
 - (3) These shares represent stock withheld by the issuer to satisfy tax withholding obligations on shares acquired upon vesting of performance shares.
 - (4) Represents the value of shares withheld by the Company to cover tax withholding obligations.

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- (5) At the conclusion of the cumulative 3-year performance period, the performance shares vest and are converted into a determinable quantity of shares of common stock upon the Company achieving certain financial targets.
- Represents target quantity of shares issuable. The exact number of shares issued is determined based on achievement of certain company
- (6) performance targets over a cumulative 3-year period, as determined by the Compensation Committee of the Board of Directors of Endo Health Solutions Inc. The executive earns between 0% and 200% of the target shares.
- (7) There is no expiration date for performance shares.
- (8) These securities were granted to Ms. Manogue in consideration of her services as the Executive Vice President, Chief Legal Officer and Secretary of Endo Health Solutions Inc.

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.