

PENWEST PHARMACEUTICALS CO
 Form 4
 November 08, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ENDO PHARMACEUTICALS HOLDINGS INC

2. Issuer Name and Ticker or Trading Symbol
 PENWEST PHARMACEUTICALS CO [PPCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 100 ENDO BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2010

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

(Street)
 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)
Common Stock, par value \$0.001 per share	11/04/2010		P	3,173,334 A	33,627,009	I	owned through wholly owned corporation

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

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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)	8. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 2.62	11/04/2010		P	928	03/13/2009 12/31/2010	Options	928	Q
Options	\$ 3.05	11/04/2010		P	398	06/11/2009 12/31/2010	Options	398	Q
Options	\$ 3.81	11/04/2010		P	250	01/22/2009 12/31/2010	Options	250	Q

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENDO PHARMACEUTICALS HOLDINGS INC 100 ENDO BOULEVARD CHADDS FORD, PA 19317		X		
West Acquisition Corp. 100 ENDO BOULEVARD CHADDS FORD, PA 19317		X		

Signatures

/s/ Caroline B. Manogue
11/08/2010
Date

__Signature of Reporting
Person

/s/ Caroline B.
Manogue

11/08/2010

__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).

Reflects shares of common stock, par value \$0.001 per share ("Shares"), not tendered in the tender offer pursuant to the Agreement and Plan of Merger, dated August 9, 2010, by and among the Company, Endo Pharmaceuticals Holdings Inc. ("Parent") and West Acquisition Corp., a Delaware corporation and an indirect wholly-owned subsidiary of Parent ("Purchaser"), and deemed acquired at a price of \$5.00 (1) per Share, net to the seller in cash, without interest and less any required withholding taxes, pursuant to the consummation of the merger of the Purchaser with and into the Company (the "Merger"). At the effective time of the Merger, the aforementioned shares and options were cancelled and ceased to exist and each share of the Purchaser converted into shares of the Company. Purchaser's separate corporate existence ceased and the Company survived as an indirect wholly owned subsidiary of the Parent.

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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