

ENDOLOGIX INC /DE/
Form 4
July 29, 2009

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 *
ELLIOTT ASSOCIATES, L.P.

2. Issuer Name and Ticker or Trading Symbol
ENDOLOGIX INC /DE/ [ELGX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
712 FIFTH AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2009

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

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 or Price		
Common Stock	07/27/2009		S		11,295 D \$ 4.95	2,521,769	I See <u>(1)</u>
Common Stock	07/27/2009		S		2,200 D \$ 4.955	2,519,569	I See <u>(1)</u>
Common Stock	07/27/2009		S		11,360 D \$ 4.96	2,508,209	I See <u>(1)</u>
Common Stock	07/27/2009		S		2,280 D \$ 4.965	2,505,929	I See <u>(1)</u>
Common Stock	07/27/2009		S		1,360 D \$ 4.97	2,504,569	I See <u>(1)</u>
	07/27/2009		S		2,360 D \$ 4.98	2,502,209	I See <u>(1)</u>

Common Stock									
Common Stock	07/27/2009		S	1,040	D	\$ 4.99	2,501,169	I	See <u>(1)</u>
Common Stock	07/27/2009		S	5,160	D	\$ 4.995	2,496,009	I	See <u>(1)</u>
Common Stock	07/27/2009		S	920	D	\$ 5	2,495,089	I	See <u>(1)</u>

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ASSOCIATES, L.P. 712 FIFTH AVE NEW YORK, NY 10019			X	

Signatures

Elliot Greenberg, VP of Braxton Associates, Inc., as GP of Elliott Capital Advisors, L.P., as GP of Elliott Associates, L.P.

07/29/2009

__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) Elliott Associates, L.P ("Elliott"), indirectly owns the 2,495,089 shares of Common Stock of Endologix, Inc. (the "Company") reported on this Form 4 through its subsidiary, The Liverpool Limited Partnership, a Bermuda limited partnership.

Remarks:

On July 27, 2009, Elliott sold an aggregate of 37,975 shares of Common Stock of Endologix, Inc. (the "Company") as reported on this Form 4. Elliott does not currently have any plans to sell any additional shares of Common Stock of the Company, but reserves the right to do so as market conditions or other circumstances change.

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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