

ENDOLOGIX INC /DE/  
Form 4  
July 29, 2009

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 INTERNATIONAL, L.P.

(Last) (First) (Middle)

C/O MAPLES & CALDER, P.O.  
BOX 309, UGLAND HOUSE,  
SOUTH CHURCH STREET

(Street)

GEORGE TOWN, E9 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ENDOLOGIX INC /DE/ [ELGX]

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

07/27/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

### 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	07/27/2009		S			16,943	D	\$ 4.95	3,782,658	D	
Common Stock	07/27/2009		S			3,300	D	\$ 4.955	3,779,358	D	
Common Stock	07/27/2009		S			17,040	D	\$ 4.96	3,762,318	D	
Common Stock	07/27/2009		S			3,420	D	\$ 4.965	3,758,898	D	
Common Stock	07/27/2009		S			2,040	D	\$ 4.97	3,756,858	D	

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Common Stock	07/27/2009	S	3,540	D	\$ 4.98	3,753,318	D
Common Stock	07/27/2009	S	1,560	D	\$ 4.99	3,751,758	D
Common Stock	07/27/2009	S	7,740	D	\$ 4.995	3,744,018	D
Common Stock	07/27/2009	S	1,380	D	\$ 5	3,742,638	D

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

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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
ELLIOTT INTERNATIONAL, L.P. C/O MAPLES & CALDER, P.O. BOX 309 UGLAND HOUSE, SOUTH CHURCH STREET GEORGE TOWN, E9 00000	Director 10% Owner Officer Other  X

## Signatures

Elliot Greenberg, V.P. of Elliott International Capital Advisors Inc., as Attorney-In-Fact for Elliott International, 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).

### Remarks:

On July 27, 2009, Elliott International, L.P. ("Elliott") sold an aggregate of 56,963 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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