ENDOLOGIX INC /DE/

Form 4 May 26, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

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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

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(b).

(Last)

1. Name and Address of Reporting Person * **BROWN FRANKLIN D**

2. Issuer Name and Ticker or Trading Symbol

ENDOLOGIX INC /DE/ [ELGX]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/24/2005

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

13900 ALTON PARKWAY, SUITE

(First)

(Street)

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

below)

IRVINE, CA 92618

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number of 6. Date Exercisable and Transaction Derivative **Expiration Date** Code Securities (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

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(Month/Day/Year) (Instr. 8) Acquired (A)

	Derivative Security				or Disposed of (D) (Instr. 3, 4,					
			Code	V	and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Option to Purchase	\$ 4.51	05/24/2005	A		50,000		05/24/2006(1)	05/24/2015	Common Stock	50,00

Reporting Owners

Price of

Reporting Owner Name / Address	Relationships						
Transfer and an area area.	Director	10% Owner	Officer Other				
BROWN FRANKLIN D 13900 ALTON PARKWAY SUITE 122 IRVINE, CA 92618	X						

Signatures

(Instr. 3)

Franklin D. Brown by Robert J. Krist,
Attorney-in-Fact

**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) All of the options herein vest on 5/24/2006.

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.

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