

ELITE PHARMACEUTICALS INC /DE/  
 Form 4  
 October 25, 2004

**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 \*  
**MEHTA ATUL**

2. Issuer Name and Ticker or Trading Symbol  
**ELITE PHARMACEUTICALS INC /DE/ [ELI]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O KATTEN MUCHIN ZAVIS ROSENMAN, 575 MADISON AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/21/2004**

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

(Street)  
**NEW YORK, NY 10022**

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) |   |                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                     |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |                     |
| Common Stock                    | 10/21/2004                           |  | S                              | 1,049,500   | D   | \$ 1.25  | 0   | D |                     |
| Common Stock                    | 10/21/2004                           |  | S                              | 100   | D   | \$ 1.25  | 0   | I | Jointly with Spouse |
| Common Stock                    | 10/21/2004                           |  | S                              | 12,600  | D   | \$ 1.25  | 0   | I | Children            |
| Common Stock                    | 10/21/2004                           |  | S                              | 200,000   | D   | \$ 1.25  | 0   | I | Mehta Partners,LP   |
|                                 | 10/21/2004                           |  | S                              | 100,000   | D   |  | 0   | I | Spouse              |

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Common Stock \$ 1.25

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|
|  |  |                                      |  |                                | V   | (A)     | (D)  | Date Exercisable |   |
| Stock Option (Rt. to buy)                  | \$ 10  | 10/21/2004                           |  | D                              |   | 100,000 | 12/31/2002   | 06/13/2005       | Common Stock  |
| Stock Option (Rt. to buy)                  | \$ 10  | 10/21/2004 <sup>(1)</sup>            |  | D                              |   | 100,000 | 12/31/2001   | 06/13/2005       | Common Stock  |
| Stock Option (Rt. to buy)                  | \$ 10  | 10/21/2004 <sup>(1)</sup>            |  | D                              |   | 70,000  | 04/21/2004   | 06/13/2005       | Common Stock  |
| Stock Option (Rt. to buy)                  | \$ 1   | 10/21/2004 <sup>(2)</sup>            |  | D                              |   | 100,000 | 01/01/1996   | 06/13/2005       | Common Stock  |
| Stock Option (Rt. to buy)                  | \$ 1.5   | 10/21/2004 <sup>(2)</sup>            |  | D                              |   | 100,000 | 01/01/1997   | 06/13/2005       | Common Stock  |
| Stock Option (Rt. to buy)                  | \$ 2   | 10/21/2004 <sup>(2)</sup>            |  | D                              |   | 100,000 | 01/01/1998   | 06/13/2005       | Common Stock  |
| Stock Option (Rt. to buy)                  | \$ 2.5   | 10/21/2004 <sup>(2)</sup>            |  | D                              |   | 100,000 | 01/01/1999   | 06/13/2005       | Common Stock  |

buy)

|                           |         |                           |   |         |            |            |              |   |
|---------------------------|---------|---------------------------|---|---------|------------|------------|--------------|---|
| Stock Option (Rt. to buy) | \$ 3    | 10/21/2004 <sup>(2)</sup> | D | 100,000 | 01/01/2000 | 06/13/2005 | Common Stock | 1 |
| Stock Option (Rt. to buy) | \$ 2.34 | 10/21/2004 <sup>(1)</sup> | A | 100,000 | 10/21/2004 | 12/31/2007 | Common Stock | 1 |
| Stock Option (Rt. to buy) | \$ 2.34 | 10/21/2004 <sup>(1)</sup> | A | 70,000  | 10/21/2004 | 12/31/2007 | Common Stock | 7 |
| Stock Option (Rt. to buy) | \$ 1    | 10/21/2004 <sup>(2)</sup> | A | 100,000 | 10/21/2004 | 12/31/2007 | Common Stock | 1 |
| Stock Option (Rt. to buy) | \$ 1.5  | 10/21/2004 <sup>(2)</sup> | A | 100,000 | 10/21/2004 | 12/31/2007 | Common Stock | 1 |
| Stock Option (Rt. to buy) | \$ 2    | 10/21/2004 <sup>(2)</sup> | A | 100,000 | 10/21/2004 | 12/31/2007 | Common Stock | 1 |
| Stock Option (Rt. to buy) | \$ 2.5  | 10/21/2004 <sup>(2)</sup> | A | 100,000 | 10/21/2004 | 12/31/2007 | Common Stock | 1 |
| Stock Option (Rt. to buy) | \$ 3    | 10/21/2004 <sup>(2)</sup> | A | 100,000 | 10/21/2004 | 12/31/2007 | Common Stock | 1 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MEHTA ATUL<br>C/O KATTEN MUCHIN ZAVIS ROSENMAN<br>575 MADISON AVENUE<br>NEW YORK, NY 10022 |               | X         |         |       |

## Signatures

Atul M. Mehta

10/25/2004

\*\*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) The options previously granted were cancelled and new options were granted to extend the expiration date and change the exercise price.
- (2) The options previously granted were cancelled and new options were granted to extend the expiration date.

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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