

EON LABS INC
Form 4
July 27, 2005

FORM 4

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

OMB APPROVAL

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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 *
HOLT WILLIAM F

(Last) (First) (Middle)

1999 MARCUS AVENUE

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EON LABS INC [ELAB]

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Fin.; Sec.; Treas. & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 or Price		
Common Stock	07/26/2005		M		240,000 A \$ 0.6	0	D
Common Stock	07/26/2005		M		150,000 A \$ 1.05	0	D
Common Stock	07/26/2005		M		61,000 A \$ 0.1165	0	D
Common Stock	07/26/2005		M		80,000 A \$ 17.505	0	D
Common Stock	07/26/2005		M		60,000 A \$ 29.32	0	D

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Common Stock	07/26/2005	M	70,000	A	\$ 9.125	0	D
Common Stock	07/26/2005	M	60,000	A	\$ 28.75	0	D
Common Stock	07/26/2005	M	721,000	D	\$ 31	0	D

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

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(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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.6	07/26/2005		M		240,000	(1)	09/30/2007	Common Stock	240,000
Stock Option (right to buy)	\$ 1.05	07/26/2005		M		150,000	(1)	09/30/2009	Common Stock	150,000
Stock Option (right to buy)	\$ 0.1165	07/26/2005		M		61,000	(1)	06/26/2006	Common Stock	61,000
Stock Option (right to buy)	\$ 17.505	07/26/2005		M		80,000	(1)	09/08/2013	Common Stock	80,000
Stock Option (right to buy)	\$ 29.32	07/26/2005		M		60,000	(1)	02/24/2014	Common Stock	60,000
Stock	\$ 9.125	07/26/2005		M		70,000	(1)	07/03/2012	Common	70,000

Option (right to buy)									Stock	
Stock Option (right to buy)	\$ 28.75	07/26/2005		M	60,000	<u>(1)</u>	02/16/2015	Common Stock		60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT WILLIAM F 1999 MARCUS AVENUE LAKE SUCCESS, NY 11042			VP, Fin.; Sec.; Treas. & CFO	

Signatures

/s/ William F. Holt,
Attorney-in-Fact

07/27/2005

__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) Options become exercisable on effective date of the merger of Zodnas Acquisition Corp. with and into Eon Labs, Inc.

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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