

UYESUGI KAREN  
Form 4  
October 30, 2007

**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 \*  
UYESUGI KAREN

(Last) (First) (Middle)

11 STUDEBAKER

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V					
Option to purchase common stock (1)	\$ 3.92	10/30/2007	D		30,000	<u>(1)</u>	12/11/2013	Common Stock	30,000
Option to purchase common stock (2)	\$ 5.81	10/30/2007	D		59,900	<u>(2)</u>	04/04/2015	Common Stock	59,900
Option to purchase common stock (3)	\$ 3.4	10/30/2007	D		40,000	<u>(3)</u>	05/23/2016	Common Stock	40,000
Option to purchase common stock (4)	\$ 4.32	10/30/2007	D		37,000	<u>(4)</u>	05/22/2017	Common Stock	37,000
Option to purchase common stock (1)	\$ 3.92	10/30/2007	A		30,000	<u>(1)</u>	12/11/2013	Common Stock	30,000
Option to purchase common stock (2)	\$ 5.81	10/30/2007	A		59,900	<u>(2)</u>	04/04/2015	Common Stock	59,900
Option to purchase common stock (3)	\$ 3.4	10/30/2007	A		40,000	<u>(3)</u>	05/23/2016	Common Stock	40,000
Option to purchase common stock (4)	\$ 4.32	10/30/2007	A		37,000	<u>(4)</u>	05/22/2017	Common Stock	37,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UYESUGI KAREN 11 STUDEBAKER			Vice President	

IRVINE, CA 92618

## Signatures

Robert J. Krist As Attorney in Fact for Karen  
Uyesugi

10/30/2007

\_\_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) (1)Amendment of outstanding option resulting in deemed cancellation of option, and grant of replacement option. The option was originally granted on 12/11/2003 and is 98% vested. It will be fully vested on 12/11/2007.
  - (2) (2)Amendment of outstanding option resulting in deemed cancellation of option, and grant of replacement option. The option was originally granted on 04/04/2005 and is 65% vested. The remainder would vest in equal monthly installments through 04/04/2009.
  - (3) (3)Amendment of outstanding option resulting in deemed cancellation of option, and grant of replacement option. The option was originally granted on 05/23/2006 and is 35% vested. The remainder would vest in equal monthly installments through 05/23/2010.
  - (4) (4)Amendment of outstanding option resulting in deemed cancellation of option, and grant of replacement option. The option was originally granted on 05/22/2007 and is 0% vested. The option would vest 25% upon the first anniversary of the grant date, and then in equal monthly installments over the next three years.

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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