

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 *
DELLA FERA FRANK J

(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)
V.P., Sales & Marketing

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 | | 116,000 A \$ 1.05 0 | D | |
| Common Stock | 07/26/2005 | | M | | 70,000 A \$ 9.125 0 | D | |
| Common Stock | 07/26/2005 | | M | | 40,000 A \$ 28.75 0 | D | |
| Common Stock | 07/26/2005 | | M | | 80,000 A \$ 17.505 0 | D | |
| Common Stock | 07/26/2005 | | M | | 40,000 A \$ 29.32 0 | D | |

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Common Stock 07/26/2005 S 346,000 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 1.05 | 07/26/2005 | | M | 116,000 | (1) 09/30/2009 | Common Stock 116,000 |
| Stock Option (right to buy) | \$ 9.125 | 07/26/2005 | | M | 70,000 | (1) 07/03/2012 | Common Stock 70,000 |
| Stock Option (right to buy) | \$ 28.75 | 07/26/2005 | | M | 40,000 | (1) 02/16/2015 | Common Stock 40,000 |
| 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 | 40,000 | (1) 02/24/2014 | Common Stock 40,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DELLA FERA FRANK J
1999 MARCUS AVENUE
LAKE SUCCESS, NY 11042

V.P., Sales
& Marketing

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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