

EON LABS INC
Form 4
July 25, 2005

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 *
STRUNGSMANN THOMAS DR

(Last) (First) (Middle)

INDUSTRIESTRASSE 25, 83607
HOLZKIREHEN, GERMANY

(Street)

BERLIN, 2M 00000

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2005

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)

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	(A) or (D)	Price
Common Stock	06/07/2005		J ⁽¹⁾		137,122	D	\$ 0 (1)
Common Stock	07/21/2005		S		60,000,000	D	\$ 0 (2)

See footnote (1)
See footnote (2)

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

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(9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRUNGMAHN THOMAS DR INDUSTRIESTRASSE 25 83607 HOLZKIREHEN, GERMANY BERLIN, 2M 00000		X		

Signatures

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

07/25/2005

**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) The reporting person disclaims beneficial ownership of these securities, which were directly owned by Hexal AG ("Hexal"). The reporting person was an indirect significant stockholder, an executive officer and a director of Hexal. This report shall not be deemed an admission that the reporting person was the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The shares were acquired by the purchaser through the acquisition of Hexal and no separate purchase price was assigned to the shares.
- (2) The reporting person disclaims beneficial ownership of these securities, all of which were directly owned by Santo Holding (Deutschland) GmbH ("Santo"). The reporting person is an indirect significant stockholder and an executive officer of Santo. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The purchase price was paid to Santo in euros and equaled 1.3 billion, plus interest from the beginning of year to the closing of the purchase. Based on the dollar-to-euro exchange rate and the interest rate provided for in the agreement, both as of the close of business on February 18, 2005 (the last business day prior to the date on which the agreement was signed), including accrued interest through the date on which the agreement was signed, the purchase price represented approximately \$28.45 per share as of such date.

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.