

DeJohn Joseph A.
Form 4/A
October 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DeJohn Joseph A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ENDOLOGIX, INC., 11
STUDEBAKER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - Sales

IRVINE, CA 92618

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/11/2012

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	09/09/2012	09/09/2012	A		28,944 (1) (2) (3) (4) (5) (6) (7)	A	\$ 12.62	112,626	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeJohn Joseph A. ENDOLOGIX, INC. 11 STUDEBAKER IRVINE, CA 92618			Vice President - Sales	

Signatures

Joseph A. DeJohn by Robert J. Krist, Attorney-in-Fact for Reporting Person 10/02/2012

__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) 40% vesting to occur upon achievement of U.S. revenue target for a quarter.
- (2) 40% vesting to occur upon consecutive growth targets over several quarters.
- (3) 5% vesting to occur upon the achievement of Nellix device revenue target for a month.
- (4) 5% vesting to occur upon U.S. regulatory approval of Nellix device.
- (5) 5% vesting to occur upon U.S. regulatory approval of Ventana device.
- (6) 5% vesting to occur upon U.S. regulatory approval of a second-generation AFX device.
- (7) 100% cliff vesting to occur 9/9/2016 in the event milestones are not achieved.

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.