

Mitchell Robert D
 Form 4/A
 November 27, 2012

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 *
 Mitchell Robert D

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

11 STUDEBAKER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/14/2010

President, International

IRVINE, CA 92618

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock (1) (2) (3) (4)	12/10/2010		A	350,000 A \$ 0.001	350,000	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 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
Mitchell Robert D 11 STUDEBAKER IRVINE, CA 92618			President, International	

Signatures

Robert D. Mitchell by Robert J. Krist, Attorney-in-Fact for Reporting Person 11/27/2012

__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) 100,000 shares vest if Endologix achieves an international revenue target within 24 months following CE Mark Approval of the Nellix device, though requires Mr. Mitchell to be an Endologix employee at the time of milestone achievement for vesting.
- (2) 100,000 shares vest upon Endologix achieving an international revenue target within a fiscal quarter, though requires Mr. Mitchell to be an Endologix employee at the time of milestone achievement for vesting.
- (3) 100,000 shares vest upon Endologix achieving its first fiscal quarter of profitability from international operations, though requires Mr. Mitchell to be an Endologix employee at the time of milestone achievement for vesting.
- (4) 50,000 shares vest upon Endologix receiving certain regulatory approval to commercially launch the Nellix device in the United States, though for vesting, requires Mr. Mitchell to be an Endologix employee at the time of achievement, if at all, of milestone (3) above.

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.