

Usdan Adam
Form 4
January 08, 2010

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 *
Trellus Management Company, LLC

2. Issuer Name and Ticker or Trading Symbol
ELITE PHARMACEUTICALS INC /DE/ [ELTP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 MADISON AVENUE - 9TH FL,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2010

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 | 01/04/2010 | | S | | 173,271 (1) | D | \$ 0.1105 23,816,006 (2) | I | See footnote (3) (4) |
| Common Stock | 01/06/2010 | | S | | 138,192 (5) | D | \$ 0.1101 23,677,814 (6) | I | See footnote (3) (4) |
| Common Stock | 01/07/2010 | | S | | 158,250 (7) | D | \$ 0.1106 23,519,564 (8) | I | See footnote (3) (4) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Trellus Management Company, LLC 350 MADISON AVENUE - 9TH FL NEW YORK, NY 10017 | | X | | |
| TRELLUS PARTNERS II LP C/O TRELLUS MANAGEMENT COMPANY, LLC 350 MADISON AVENUE NEW YORK, NY 10017 | | X | | |
| Trellus Offshore Fund Ltd 350 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10017 | | X | | |
| Usdan Adam C/O TRELLUS MANAGEMENT COMPANY, LLC 350 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10017 | | X | | |

Signatures

/s/ Anthony G. Miller, Chief Financial Officer of Trellus Management Company, LLC 01/08/2010

__Signature of Reporting Person

Date

/s/ Anthony G. Miller, Chief Financial Officer of Trellus Partners, L.P. 01/08/2010

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| | |
|---|------------|
| | Date |
| __Signature of Reporting Person | |
| /s/ Adam Usdan, Director of Trellus Offshore Fund Limited | 01/08/2010 |
| __Signature of Reporting Person | |
| /s/ Adam Usdan | 01/08/2010 |
| __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) On January 4, 2010, Trellus Partners, L.P., a Delaware limited partnership ("TPLP") sold 115,100 shares of Common Stock and Trellus Offshore Fund Limited, a Cayman Islands limited liability company ("TOF") sold 58,171 shares of Common Stock.

On January 4, 2010, following the reported transaction, TPLP owned 12,715,821 shares of Common Stock and held warrants to acquire 3,291,426 shares of Common Stock and TOF owned 6,230,019 shares of Common Stock and held warrants to acquire 1,377,758 shares of
- (2) Common Stock. Trellus Management Company, LLC ("Trellus") and Mr. Usdan each beneficially owned the Common Stock and warrants owned by TPLP and TOF and in addition held indirect beneficial ownership of an additional 167,103 shares of Common Stock and additional warrants to acquire 33,789 shares of Common Stock.

Trellus is the investment adviser to TPLP and TOF. Adam Usdan is the controlling principal and chief investment officer of Trellus. By
- (3) reason of their investment discretion, Trellus and Mr. Usdan are reported herein as indirect beneficial owners of the securities held, acquired, and sold by TPLP and TOF (as described in footnotes (1), (2), (5), (6), (7) and (8)).
- (4) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (5) On January 6, 2010, TPLP sold 91,900 shares of Common Stock and TOF sold 46,292 shares of Common Stock.

On January 6, 2010, following the reported transaction, TPLP owned 12,623,921 shares of Common Stock and held warrants to acquire 3,291,426 shares of Common Stock and TOF owned 6,183,727 shares of Common Stock and held warrants to acquire 1,377,758 shares of
- (6) Common Stock. Trellus and Mr. Usdan each beneficially owned the Common Stock and warrants owned by TPLP and TOF and in addition held indirect beneficial ownership of an additional 167,103 shares of Common Stock and additional warrants to acquire 33,879 shares of Common Stock.
- (7) On January 7, 2010, TPLP sold 105,250 shares of Common Stock and TOF sold 53,000 shares of Common Stock.

On January 7, 2010, following the reported transaction, TPLP owned 12,518,671 shares of Common Stock and held warrants to acquire 3,291,426 shares of Common Stock and TOF owned 6,130,727 shares of Common Stock and held warrants to acquire 1,377,758 shares of
- (8) Common Stock. Trellus and Mr. Usdan each beneficially owned the Common Stock and warrants owned by TPLP and TOF and in addition held indirect beneficial ownership of an additional 167,103 shares of Common Stock and additional warrants to acquire 33,879 shares of Common Stock.

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.