

ELITE PHARMACEUTICALS INC /DE/
 Form 4
 November 23, 2007

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 *
BERK BERNARD

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
C/O ELITE PHARMACEUTICALS, INC., 165 LUDLOW AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Chairman

NORTHVALE, NJ 07647

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/20/2007		P	A	\$ 1,500	168,800	D
Common Stock	11/20/2007		P	A	\$ 2.25	172,300	D
Common Stock	11/20/2007		P	A	\$ 2.245	177,300	D
Common Stock	11/21/2007		P	A	\$ 2.0399	179,800	D
Common Stock	11/21/2007		P	A	\$ 2.0199	184,800	D

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Common Stock 11/21/2007 P 5,000 A \$ 2.039 189,800 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 Number of Shares
Options	\$ 3	11/13/2006		A	300,000	(1) 11/13/2016	Common Stock 300,000
Options	\$ 2.69	09/02/2005		A	400,000	(2) 09/02/2015	Common Stock 400,000
Options	\$ 2.69	09/02/2005		A	200,000	(3) 09/02/2015	Common Stock 200,000
Options	\$ 2.15	06/23/2003		A	225,000 (4)	09/02/2005 06/22/2013	Common Stock 225,000 (4)
Options	\$ 2.01	06/03/2003		A	300,000	06/02/2003 06/02/2013	Common Stock 300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERK BERNARD C/O ELITE PHARMACEUTICALS, INC. 165 LUDLOW AVENUE NORTHVALE, NJ 07647	X		CEO and Chairman	

Signatures

/s/ Bernard J. Berk 11/23/2007

**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).
 - They vest upon the closing of an exclusive product license for the United States national market, the entire European Union market or the Japan market or product sale transaction of all of the Company's ownership rights in the United States (only once for each individual product) for the Company's first "Non-Generic Opioid Drug" as to 150,000 options and for the Company's second "Non-Generic Opioid Drug" as to 150,000 options.
- (1) See Remarks.
- (2) See Remarks.
- (3) 100,000 of the options vested on September 2, 2006 and 100,000 of the options vested on September 2, 2007.
 - Represents a previously granted option to purchase 300,000 shares of the Registrant's Common Stock of which the Reporting person waived and released any and all rights to receive or exercise such options as to 75,000 shares of Common Stock. The remaining 225,000 shares of Common Stock vested on September 2, 2005.

Remarks:

Modified on November 13, 2006 to provide for the following vesting period: the options vest as follows: (i) upon the commencement of the first Phase III clinical trial relating to the first "Non-Generic Opioid Drug" developed by the Company as to 125,000 options and relating to the second "Non-Generic Opioid Drug" developed by the company as to 75,000 options; (ii) 50,000 shares of Common Stock shall vest and become immediately exercisable in full only upon the closing of an exclusive product license for the United States national market or product sale transaction of all of the Company's ownership rights (on a product by product basis and only once for each individual product) for each Company drug product, other than the "Non-Generic Opioid Drugs" for which the foregoing "Non-Generic Opioid Drug" options were granted under above; (iii) 10,000 options upon the filing by the Company (in the Company's name) with the United States Food and Drug Administration (the "FDA") of either an abbreviated new drug application (an "ANDA") or a new drug application (including NDA filed with the FDA (a "NDA"), for a product not covered by a previous FDA application; (iv) 40,000 options upon the approval by the FDA of any ANDA or NDA (filed in the Company's name) for a product not previously approved by the FDA; 25,000 options upon filing of an application for U.S. patent by the Company (filed in the Company's name); and (vi) 25,000 options upon the granting by U.S. Patent and Trademark Office of a patent to the Company (filed in the Company's name).

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.