

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-02-14** | Period of Report: **2006-02-14**
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REPORTING OWNER

KILLION FREDERICK

CIK: **1237261**

Type: **4** | Act: **34** | File No.: **001-09860** | Film No.: **06611911**

Business Address
*BARR LABORATORIES INC
300 CORPORATE DRIVE
SUITE 10
BLAUVELT NY 10913
18002275227*

ISSUER

BARR PHARMACEUTICALS INC

CIK: **10081** | IRS No.: **221927534** | State of Incorporation: **DE** | Fiscal Year End: **0630**
SIC: **2834** Pharmaceutical preparations

Mailing Address
*2 QUAKER RD
BOX 2900
POMONA NY 10970-0519*

Business Address
*2 QUAKER RD BOX 2900
POMONA NY 10970-0519
8453621100*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person KILLION FREDERICK			2. Issuer Name and Ticker or Trading Symbol BARR PHARMACEUTICALS INC [BRL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
BARR PHARMACEUTICALS, INC., 400 CHESTNUT RIDGE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) WOODCLIFF LAKE, NJ 07677								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2006		X		40,000	A	\$30.1867	41,589.6115	D	
Common Stock	02/14/2006		S		40,000	D	\$66.2651	1,589.6115	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Options	\$30.1867	02/14/2006		X		19,188		03/01/2003	03/01/2012	Common Stock	19,188	\$30.1867	198,312	D	
Non-Qualified Stock Options	\$30.1867	02/14/2006		X		19,188		03/01/2004	03/01/2012	Common Stock	19,188	\$30.1867	179,124	D	

Non- Qualified Stock Options	\$30.1867	02/14/2006		<input checked="" type="checkbox"/>		1,624	03/01/2005	03/01/2012	Common Stock	1,624	\$30.1867	177,500	D
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Signatures

S/S William T McKee as Attorney-in-Fact for Frederick Killion

02/14/2006

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of William T. McKee and Fredrick J. Killion, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Barr Laboratories, Inc., Forms 3, 4 and 5 in accordance with Section 16 (a) of the Securities Exchange Act of 1934 and the rules thereunder.

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to

each
such attorney-in-fact full power and authority to do and perform any
and
every act and thing whatsoever requisite, necessary, or proper to be
done
in the exercise of any of the rights and powers herein granted, as
fully to
all intents and purposes as the undersigned might or could do if
personally
present, with full power of substitution or revocation, hereby
ratifying
and confirming all that such attorney-in-fact, or such
attorney-in-fact
substitute or substitutes, shall lawfully do cause to be
done by virtue of
this power of attorney and the rights and powers herein
granted. The
undersigned acknowledges that the foregoing
attorneys-in-fact, in serving
in such capacity at the request of the
undersigned, are not assuming, nor
is the Company assuming, any of the
undersigned's responsibilities to
comply with Section 16 of the
Securities Exchange Act of 1934.

This
Power of Attorney shall
remain in full force and effect until the
undersigned is no longer
required to file Forms 3, 4 and 5 with respect to
the undersigned's
holdings of and transactions in securities issued by the
Company, unless
earlier revoked by the undersigned in a signed writing
delivered to the
foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the
undersigned
has caused this Power of Attorney to be executed as of this
day of
, .

Signature

Date