

ENDO PHARMACEUTICALS HOLDINGS INC

Form 4

October 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Connors James J II

2. Issuer Name **and** Ticker or Trading
Symbol
ENDO PHARMACEUTICALS
HOLDINGS INC [ENDP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KELSO & COMPANY, 320
PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2005

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

(Street)

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

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

NEW YORK, NY 10022

(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, par value \$.01 per share <u>(1)</u>	10/12/2005		S		16,398,296	D	\$ 26.04	32,332,736	I	By Endo Pharma LLC <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share <u>(1)</u>	10/12/2005		X		1,459,856	D	\$ 3	30,872,880	I	By Endo Pharma LLC <u>(2)</u> <u>(3)</u>
	10/12/2005		X		684,872	D	\$ 3.42	30,188,008	I	

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Common Stock, par value \$.01 per share ⁽¹⁾								By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	3,944,400	D	\$ 2.42	26,243,608	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	531,027	D	\$ 3	25,712,581	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	196,147	D	\$ 2.42	25,516,433	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	1,107,384	D	\$ 3	24,409,049	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	1,990,708	D	\$ 2.42	22,418,341	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	2,326,120	D	\$ 3	20,092,221	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	1,716,247	D	\$ 2.42	18,375,974	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	1,080,028	D	\$ 3	17,295,946	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Call Option (obligation to sell)	\$ 3	10/12/2005		X		1,459,586		10/12/2005	08/26/2007	Common Stock	1,459,586
Call Option (obligation to sell)	\$ 3.42	10/12/2005		X		684,872		10/12/2005	08/26/2007	Common Stock	684,872
Call Option (obligation to sell)	\$ 2.42	10/12/2005		X		3,944,400		10/12/2005	08/26/2007	Common Stock	3,944,400
Call Option (obligation to sell)	\$ 3	10/12/2005		X		531,027		10/12/2005	08/26/2007	Common Stock	531,027
Call Option (obligation to sell)	\$ 2.42	10/12/2005		X		196,147		10/12/2005	08/26/2007	Common Stock	196,147
Call Option (obligation to sell)	\$ 3	10/12/2005		X		1,107,384		10/12/2005	08/26/2007	Common Stock	1,107,384
Call Option (obligation to sell)	\$ 2.42	10/12/2005		X		1,990,708		10/12/2005	08/26/2007	Common Stock	1,990,708
Call Option (obligation to sell)	\$ 3	10/12/2005		X		2,326,120		10/12/2005	08/26/2007	Common Stock	2,326,120

to sell)

Call Option (obligation to sell)	\$ 2.42	10/12/2005	X	1,716,247	10/12/2005	08/26/2007	Common Stock	1,7
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Call Option (obligation to sell)	\$ 3	10/12/2005	X	1,080,028	10/12/2005	08/26/2007	Common Stock	1,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connors James J II C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022			X	

Signatures

James J. Connors II	10/14/2005
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**Signature of Reporting Person	Date
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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) Kelso Partners V, L.P. (KP V") is the designated filer.

(2) KP V may be deemed to share beneficial ownership of shares of Common Stock owned of record by Endo Pharma LLC by virtue of its status as a member of Endo Pharma LLC. KP V shares investment and voting power along with the other members of Endo Pharma LLC with respect to securities owned by Endo Pharma LLC, but disclaims beneficial ownership of such securities except to the extent of its pecuniary interest.

(3) Each individual reporting person may be deemed to share beneficial ownership of shares of Common Stock owned of record by KP V, by virtue of his status as a general partner of the general partner of KP V, and each individual shares investment and voting power along with the other general partners of KP V, but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest.

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

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