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ENDO PHARMACEUTICALS HOLDINGS INC

Form 4 June 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Ad KELSO PAR	•	_	2. Issuer Name and Ticker or Trading Symbol ENDO PHARMACEUTICALS	5. Relationship of Reporting Person(s) to Issuer			
			HOLDINGS INC [ENDP]	(Check all applicable)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	DirectorX 10% Owner Officer (give title Other (specify below)			
320 PARK AVENUE,			05/27/2005	Scion)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Month/Day/Year)				
NEW YORK, NY 10022				Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			

(City)	(State)	Table	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$.01 per share	05/27/2005		X	38,177	D	\$ 3.42	48,890,647	I	By Endo Pharma LLC
Common Stock, par value \$.01 per share	05/27/2005		X	38,948	D	\$ 3.42	48,851,699	I	By Endo Pharma LLC

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)

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share		
Call Option (obligation to sell)	\$ 3.42	05/27/2005		X		38,177	04/20/2001	08/26/2007	Common Stock	38,17		
Call Option (obligation to sell)	\$ 3.42	05/27/2005		X		38,948	10/20/2001	08/26/2007	Common Stock	38,948		

Reporting Owners

Reporting Owner Name / Address	Relationships								
FB	Director	10% Owner	Officer	Other					
KELSO PARTNERS V L P 320 PARK AVENUE NEW YORK, NY 10022		X							
GOLDBERG MICHAEL B C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022	X	X							
NICKELL FRANK T C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022		X							
BERNEY PHILIP E C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022		X							
WAHRHAFTIG DAVID I C/O KELSO & COMPANY 320 PARK AVENUE	X	X							

Reporting Owners 2

NEW YORK, NY 10022

BYNUM FRANK K

C/O KELSO & COMPANY 320 PARK AVENUE

NEW YORK, NY 10022

WALL THOMAS R IV

C/O KELSO & COMPANY 320 PARK AVENUE

NEW YORK, NY 10022

MATELICH GEORGE E

C/O KELSO & COMPANY 320 PARK AVENUE

NEW YORK, NY 10022

SCHUCHERT JOSEPH S

C/O KELSO & COMPANY 320 PARK AVENUE

NEW YORK, NY 10022

Loverro Frank J 320 PARK AVENUE

NEW YORK, NY 10022

Signatures

/s/ James J. Connors, II 06/01/2005

**Signature of Reporting Date
Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

X

X

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.

Signatures 3

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).