

ENDO PHARMACEUTICALS HOLDINGS INC

Form 4

October 14, 2005

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 *
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)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O KELSO & COMPANY, 320 PARK AVENUE

(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 Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price
Common Stock, par value \$0.01 per share ⁽¹⁾	10/12/2005		S		17,778,107	D	\$ 26.04
							35,053,329
							I
							By Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$0.01 per share ⁽¹⁾	10/12/2005		X		1,582,693	D	\$ 3
							33,470,636
							I
							By Endo Pharma LLC ⁽²⁾ ⁽³⁾
	10/12/2005		X		742,500	D	\$ 3.42
							32,728,136
							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	4,276,296	D	\$ 2.42	28,451,840	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	575,710	D	\$ 3	27,876,130	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	212,652	D	\$ 2.42	27,663,478	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	1,200,564	D	\$ 3	26,462,915	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	2,158,214	D	\$ 2.42	24,304,701	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	2,521,848	D	\$ 3	21,782,854	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	1,860,658	D	\$ 2.42	19,922,195	I	By Endo Pharma LLC ⁽²⁾ <u>(3)</u>
Common Stock, par value \$.01 per share ⁽¹⁾	10/12/2005	X	1,170,905	D	\$ 3	18,751,290	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 of Underlying Security (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Call Option (obligation to sell)	\$ 3	10/12/2005		X		1,582,693	10/12/2005	08/26/2007	Common Stock	1,582,693
Call Option (obligation to sell)	\$ 3.42	10/12/2005		X		742,500	10/12/2005	08/26/2007	Common Stock	742,500
Call Option (obligation to sell)	\$ 2.42	10/12/2005		X		4,276,296	10/12/2005	08/26/2007	Common Stock	4,276,296
Call Option (obligation to sell)	\$ 3	10/12/2005		X		575,710	10/12/2005	08/26/2007	Common Stock	575,710
Call Option (obligation to sell)	\$ 2.42	10/12/2005		X		212,652	10/12/2005	08/26/2007	Common Stock	212,652
Call Option (obligation to sell)	\$ 3	10/12/2005		X		1,200,564	10/12/2005	08/26/2007	Common Stock	1,200,564
Call Option (obligation to sell)	\$ 2.42	10/12/2005		X		2,158,214	10/12/2005	08/26/2007	Common Stock	2,158,214
Call Option (obligation to sell)	\$ 3	10/12/2005		X		2,521,848	10/12/2005	08/26/2007	Common Stock	2,521,848

to sell)

Call Option (obligation to sell)	\$ 2.42	10/12/2005	X	1,860,658	10/12/2005	08/26/2007	Common Stock	1,8
Call Option (obligation to sell)	\$ 3	10/12/2005	X	1,170,905	10/12/2005	08/26/2007	Common Stock	1,1

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

**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) Kelso Equity Partners V, L.P. (KEP V") is the designated filer.

(2) KEP 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. KEP 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 KEP V, by virtue of his status as a general partner of the general partner of KEP V, and each individual shares investment and voting power along with the other general partners of KEP 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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