

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

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELSO INVESTMENT ASSOC V  
L P**

(Last) (First) (Middle)

320 PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

**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 <sup>(1)</sup>	10/12/2005		S		17,778,107	D	\$ 26.04	35,053,329 I
								By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005		X		1,582,693	D	\$ 3	33,470,636 I
								By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par	10/12/2005		X		742,500	D	\$ 3.42	32,728,136 I
								By Endo Pharma

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value \$.01 per share <sup>(1)</sup>								LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	4,276,296	D	\$ 2.42	28,451,840	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	575,710	D	\$ 3	27,876,130	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	212,652	D	\$ 2.42	27,663,478	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	1,200,564	D	\$ 3	26,462,915	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	2,158,214	D	\$ 2.42	24,304,701	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	2,521,848	D	\$ 3	21,782,854	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	1,860,658	D	\$ 2.42	19,922,195	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/12/2005	X	1,170,905	D	\$ 3	18,751,290	I	By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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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 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	1,582,693	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

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
KELSO INVESTMENT ASSOC V L P 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 Investment Associates V, L.P. (KIA V") is the designated filer.

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