

KELSO INVESTMENT ASSOC V L P

Form 4

December 22, 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
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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)
12/13/2005

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)
____ Form filed by One Reporting Person
X 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 ⁽¹⁾ | 12/13/2005 | | X | | 8,646 | D \$ 2.42 | 17,025,398 | I | by Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 12/13/2005 | | X | | 2,506 | D \$ 2.42 | 17,022,892 | I | by Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 12/13/2005 | | X | | 1,319 | D \$ 2.42 | 17,021,574 | I | by Endo Pharma LLC ⁽²⁾ ⁽³⁾ |

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| | | | | | | | | |
|--|------------|---|--------|---|---------|------------|---|--|
| Common Stock, par value \$.01 per share ⁽¹⁾ | 12/13/2005 | X | 15,312 | D | \$ 3 | 17,006,261 | I | by Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 12/13/2005 | X | 2,766 | D | \$ 3 | 17,003,495 | I | by Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 12/13/2005 | X | 1,134 | D | \$ 3.42 | 17,002,362 | I | by Endo Pharma LLC ⁽²⁾ ⁽³⁾ |

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Call Obligation (obligation to sell) | \$ 2.42 | 12/13/2005 | | X | | 8,646 | | 10/13/2005 | 08/26/2007 | Common Stock | 8,646 |
| Call Obligation (obligation to sell) | \$ 2.42 | 12/13/2005 | | X | | 2,506 | | 10/13/2005 | 08/26/2007 | Common Stock | 2,506 |
| Call Obligation (obligation to sell) | \$ 2.42 | 12/13/2005 | | X | | 1,319 | | 10/13/2005 | 08/26/2007 | Common Stock | 1,319 |
| Call Obligation (obligation to sell) | \$ 3 | 12/13/2005 | | X | | 15,312 | | 10/13/2005 | 08/26/2007 | Common Stock | 15,312 |

to sell)

Call

Obligation
(obligation
to sell)

\$ 3

12/13/2005

X

2,766

10/13/2005

08/26/2007

Common
Stock

2,766

Call

Obligation
(obligation
to sell)

\$ 3.42

12/13/2005

X

1,134

10/13/2005

08/26/2007

Common
Stock

1,134

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 | | |
| BERNEY PHILIP E C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| BYNUM FRANK K C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| GOLDBERG MICHAEL B C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | X | X | | |
| Loverro Frank J C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | X | X | | |
| MATELICH GEORGE E C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| SCHUCHERT JOSEPH S C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| WAHRHAFTIG DAVID I C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | X | X | | |
| WALL THOMAS R IV C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| Connors James J II C/O KELSO & COMPANY 320 PARK AVENUE | | X | | |

NEW YORK, NY 10022

Signatures

/s/James J. Connors, II 12/22/2005

__Signature of Reporting Person

Date

James J. Connors, II by Power of Attorney 11/08/2005

__Signature of Reporting Person

Date

James J. Connors, II by Power of Attorney 11/09/2005

__Signature of Reporting Person

Date

James J. Connors, II by Power of Attorney 11/08/2005

__Signature of Reporting Person

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Date

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__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

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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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