

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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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 *
KELSO EQUITY PARTNERS V L P

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)
320 PARK AVENUE
(Street)

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

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

NEW YORK, NY 10022
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.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 \$.01 per share ⁽¹⁾	10/12/2005		X		1,582,693	D	\$ 3	33,470,636	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾
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 <u>(1)</u>									LLC <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share <u>(1)</u>	10/12/2005	X	4,276,296	D	\$ 2.42	28,451,840	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	575,710	D	\$ 3	27,876,130	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	212,652	D	\$ 2.42	27,663,478	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	1,200,564	D	\$ 3	26,462,915	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	2,158,214	D	\$ 2.42	24,304,701	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	2,521,848	D	\$ 3	21,782,854	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	1,860,658	D	\$ 2.42	19,922,195	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	1,170,905	D	\$ 3	18,751,290	I		By Endo Pharma LLC <u>(2)</u> <u>(3)</u>

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**

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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
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

