

GOLDBERG MICHAEL B
Form 4
October 27, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
C/O KELSO & COMPANY, 320 PARK AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2005

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

(Street)
NEW YORK, NY 10022

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 per share | 10/26/2005 | | X | 4,609 D | \$ 2.42 | 18,391,205 | I By Endo Pharma LLC |
| Common Stock, par value \$.01 per share | 10/26/2005 | | X | 1,457 D | \$ 2.42 | 18,389,747 | I By Endo Pharma LLC |
| Common Stock, par value \$.01 | 10/26/2005 | | X | 13,240 D | \$ 2.42 | 18,376,508 | I By Endo Pharma LLC |

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per share

| | | | | | | | | |
|---|------------|---|-------|---|---------|------------|---|--------------------|
| Common Stock, par value \$.01 per share | 10/26/2005 | X | 1,075 | D | \$ 2.42 | 18,375,433 | I | By Endo Pharma LLC |
|---|------------|---|-------|---|---------|------------|---|--------------------|

| | | | | | | | | |
|---|------------|---|-------|---|------|------------|---|--------------------|
| Common Stock, par value \$.01 per share | 10/26/2005 | X | 3,321 | D | \$ 3 | 18,372,111 | I | By Endo Pharma LLC |
|---|------------|---|-------|---|------|------------|---|--------------------|

| | | | | | | | | |
|--|------------|---|-------|---|------|------------|---|--|
| Common Stock, par value \$.01 per share ⁽¹⁾ | 10/26/2005 | X | 1,050 | D | \$ 3 | 18,371,061 | I | By Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
|--|------------|---|-------|---|------|------------|---|--|

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

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Call Option (obligation to sell) | \$ 2.42 | 10/18/2005 | | X | 4,609 | 10/13/2005 08/26/2007 | Common Stock | 4,609 |
| Call Option (obligation to sell) | \$ 2.42 | 10/18/2005 | | X | 1,457 | 10/13/2005 08/26/2007 | Common Stock | 1,457 |
| Call Option (obligation to sell) | \$ 2.42 | 10/18/2005 | | X | 13,240 | 10/13/2005 08/26/2007 | Common Stock | 13,240 |
| Call Option (obligation to sell) | \$ 2.42 | 10/18/2005 | | X | 1,075 | 10/13/2005 08/26/2007 | Common Stock | 1,075 |
| | \$ 3 | 10/18/2005 | | X | 3,321 | 10/13/2005 08/26/2007 | | 3,321 |

Call Option
(obligation
to sell)

Common
Stock

Call Option
(obligation
to sell)

\$ 3

10/18/2005

X

1,050

10/13/2005

08/26/2007

Common
Stock

1,050

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 | | |
| 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 | | |
| BYNUM FRANK K C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| WALL THOMAS R IV 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 | | |
| 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 | | |
| | X | X | | |

WAHRHAFTIG DAVID I
C/O KELSO & COMPANY
320 PARK AVENUE
NEW YORK, NY 10022

Loverro Frank J
320 PARK AVENUE
NEW YORK, NY 10022

X

Signatures

/s/James J.
Connors, II

10/27/2005

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.
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.
- (2) 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.
- (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. 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.