

GOLDBERG MICHAEL B
Form 4
December 02, 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 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)
11/22/2005

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

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
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005		X		1,543	D	\$ 2.42	16,029,541	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005		X		6,799	D	\$ 2.42	16,022,742	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005		X		1,480	D	\$ 2.42	16,021,262	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾

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Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005	X	2,220	D	\$ 2.42	16,019,041	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005	X	3,804	D	\$ 3	16,015,238	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005	X	3,142	D	\$ 3	16,012,096	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005	X	14,011	D	\$ 3	15,998,085	I	By Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	11/22/2005	X	424	D	\$ 3.42	15,997,661	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.

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Call Option (obligation to sell)	\$ 2.42	11/22/2005		X	1,543	10/13/2005 08/26/2007	Common Stock	1,543
Call Option (obligation to sell)	\$ 2.42	11/22/2005		X	6,799	10/13/2005 08/26/2007	Common Stock	6,799

Call Option (obligation to sell)	\$ 2.42	11/22/2005	X	1,480	10/13/2005	08/26/2007	Common Stock	1,480
Call Option (obligation to sell)	\$ 2.42	11/22/2005	X	2,220	10/13/2005	08/26/2007	Common Stock	2,220
Call Option (obligation to sell)	\$ 3	11/22/2005	X	3,804	10/13/2005	08/26/2007	Common Stock	3,804
Call Option (obligation to sell)	\$ 3	11/22/2005	X	3,142	10/13/2005	08/26/2007	Common Stock	3,142
Call Option (obligation to sell)	\$ 3	11/22/2005	X	14,011	10/13/2005	08/26/2007	Common Stock	14,011
Call Option (obligation to sell)	\$ 3.42	11/22/2005	X	424	10/13/2005	08/26/2007	Common Stock	424

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELSO PARTNERS V L P 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		X		

