

SCHUCHERT JOSEPH S

Form 4

November 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)
11/21/2005

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⁾ | 11/21/2005 | | X | | 440 | D | \$ 2.42 | 17,403,042 | I | By Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 11/21/2005 | | X | | 9,769 | D | \$ 2.42 | 17,393,274 | I | By Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 11/21/2005 | | X | | 932 | D | \$ 2.42 | 17,392,341 | I | By Endo Pharma LLC ⁽²⁾ ⁽³⁾ |

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| | | | | | | | | |
|--|------------|---|--------|---|---------|------------|---|--|
| Common Stock, par value \$.01 per share ⁽¹⁾ | 11/21/2005 | X | 972 | D | \$ 2.42 | 17,391,370 | I | By Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 11/21/2005 | X | 1,309 | D | \$ 3 | 17,390,061 | I | By Endo Pharma LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 11/21/2005 | X | 10,065 | D | \$ 3.42 | 17,379,996 | 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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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Call Option (obligation to sell) | \$ 2.42 | 11/21/2005 | | X | 440 | 10/13/2005 08/26/2007 | Common Stock | 440 |
| Call Option (obligation to sell) | \$ 2.42 | 11/21/2005 | | X | 9,769 | 10/13/2005 08/26/2007 | Common Stock | 9,769 |
| Call Option (obligation to sell) | \$ 2.42 | 11/21/2005 | | X | 932 | 10/13/2005 08/26/2007 | Common Stock | 932 |
| Call Option (obligation to sell) | \$ 2.42 | 11/21/2005 | | X | 972 | 10/13/2005 08/26/2007 | Common Stock | 972 |

| | | | | | | | | |
|-------------------------------------|---------|------------|---|--------|------------|------------|-----------------|--------|
| Call Option (obligation to sell) | \$ 3 | 11/21/2005 | X | 1,309 | 10/13/2005 | 08/26/2007 | Common Stock | 1,309 |
| Call Option (obligation to sell) | \$ 3.42 | 11/21/2005 | X | 10,065 | 10/13/2005 | 08/26/2007 | Common Stock | 10,065 |

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 | | |
| 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 | | |
| WAHRHAFTIG DAVID I C/O KELSO & COMPANY | X | X | | |

320 PARK AVENUE
NEW YORK, NY 10022

Loverro Frank J
320 PARK AVENUE
NEW YORK, NY 10022

X

Signatures

/s/James J.
Connors, II

11/22/2005

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.
- 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.
- (2) 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.
- (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. 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.