

GOLDBERG MICHAEL B

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

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(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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2005

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ 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  
\_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 <sup>(1)</sup> | 11/16/2005                           |                                                    | X                              |                                                                   | 2,676  | D          | \$ 2.42                                                                                       | 17,594,662                                               | I                                                     | By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup> |
| Common Stock, par value \$.01 per share <sup>(1)</sup> | 11/16/2005                           |                                                    | X                              |                                                                   | 122    | D          | \$ 2.42                                                                                       | 17,594,539                                               | I                                                     | By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup> |
| Common Stock, par value \$.01                          | 11/16/2005                           |                                                    | X                              |                                                                   | 8,361  | D          | \$ 2.42                                                                                       | 17,586,178                                               | I                                                     | By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup> |

# Edgar Filing: GOLDBERG MICHAEL B - Form 4

per share <sup>(1)</sup>

Common

Stock, par  
value \$.01

per share <sup>(1)</sup>

11/16/2005

X

816

D

\$ 3

17,585,362

I

By Endo

Pharma

LLC <sup>(2)</sup> <sup>(3)</sup>

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Call Option<br>(obligation<br>to sell)              | \$ 2.42                                                               | 11/16/2005                              |                                                             | X                                       |                                                                                                                 | 2,676                                                          |     | 10/13/2005                                                          | 08/26/2007         | Common<br>Stock | 2,676                                  |
| Call Option<br>(obligation<br>to sell)              | \$ 2.42                                                               | 11/16/2005                              |                                                             | X                                       |                                                                                                                 | 122                                                            |     | 10/13/2005                                                          | 08/26/2007         | Common<br>Stock | 122                                    |
| Call Option<br>(obligation<br>to sell)              | \$ 2.42                                                               | 11/16/2005                              |                                                             | X                                       |                                                                                                                 | 8,361                                                          |     | 10/13/2005                                                          | 08/26/2007         | Common<br>Stock | 8,361                                  |
| Call Option<br>(obligation<br>to sell)              | \$ 3                                                                  | 11/16/2005                              |                                                             | X                                       |                                                                                                                 | 816                                                            |     | 10/13/2005                                                          | 08/26/2007         | Common<br>Stock | 816                                    |

## 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

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

X

X

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 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.

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 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.

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