SCHUCHERT JOSEPH S
Form 4
December 22, 2005

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NICKELL FRANK T

(Last) (First) (Middle)

C/O KELSO & COMPANY, 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)
12/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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) | 12/07/2005 | | X | | 3,429 | D | $ 2.42 | 17,254,600 | I | by Endo Pharma LLC (2) (3) |
| Common Stock, par value $.01 per share (1) | 12/07/2005 | | X | | 1,552 | D | $ 2.42 | 17,253,048 | I | by Endo Pharma LLC (2) (3) |
| Common Stock, par value $.01 | 12/07/2005 | | X | | 4,158 | D | $ 2.42 | 17,248,890 | I | by Endo Pharma LLC (2) (3) |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| per share (1) | | | | | | | | | |
| Common Stock, par value $.01 per share (1) | 12/07/2005 | | X | 633 | D | $ 3 | 17,248,257 | I | by Endo Pharma LLC (2) (3) |
| Common Stock, par value $.01 per share (1) | 12/07/2005 | | X | 395 | D | $ 3 | 17,247,862 | 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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Call Obligation (obligation to sell) | $ 2.42 | 12/07/2005 | | X | | | 3,429 | 10/13/2005 | 08/26/2007 | Common Stock | 3,429 |
| Call Obligation (obligation to sell) | $ 2.42 | 12/07/2005 | | X | | | 1,552 | 10/13/2005 | 08/26/2007 | Common Stock | 1,552 |
| Call Obligation (obligation to sell) | $ 2.42 | 12/07/2005 | | X | | | 4,158 | 10/13/2005 | 08/26/2007 | Common Stock | 4,158 |
| Call Obligation (obligation to sell) | $ 3 | 12/07/2005 | | X | | | 633 | 10/13/2005 | 08/26/2007 | Common Stock | 633 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Call Obligation (obligation to sell) | $ 3 | 12/07/2005 | | X | 395 | 10/13/2005 | 08/26/2007 | Common Stock | 395 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| NICKELL FRANK T<br>C/O KELSO & COMPANY<br>320 PARK AVENUE<br>NEW YORK, NY 10022 | | X | | |
| BERNEY PHILIP E<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | | X | | |
| BYNUM FRANK K<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | | X | | |
| GOLDBERG MICHAEL B<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | X | X | | |
| Loverro Frank J<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | X | X | | |
| MATELICH GEORGE E<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | | X | | |
| SCHUCHERT JOSEPH S<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | | X | | |
| WAHRHAFTIG DAVID I<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | X | X | | |
| WALL THOMAS R IV<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | | X | | |
| Connors James J II<br>C/O KELSO & COMPANY 320 PARK AVENUE<br>NEW YORK, NY 10022 | | X | | |

# Signatures

| | |
|---|---|
| /s/James J. Connors, II | 12/22/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/09/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **Signature of Reporting Person | Date |
| James J. Connors, II by Power of Attorney | 11/08/2005 |
| **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.

**(2)** 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 secutieties owned by Endo Pharma LLC, but disclaims beneficial ownership of such securities except to the extent of its 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 pecuriary 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.

Explanation of Responses: