

KELSO INVESTMENT ASSOC V L P
Form 4
December 22, 2005

FORM 4

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

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).

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 INVESTMENT ASSOC 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)
12/06/2005

____ Director
____ Officer (give title below)
 10% Owner
____ 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
 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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005		X	5,070	D	\$ 2.42 17,105,867	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005		X	3,979	D	\$ 2.42 17,101,888	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005		X	9,275	D	\$ 2.42 17,092,613	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾

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Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005	X	2,508	D	\$ 2.42	17,090,105	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005	X	7,478	D	\$ 2.42	17,082,627	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005	X	3,597	D	\$ 2.42	17,079,030	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005	X	350	D	\$ 3	17,078,679	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005	X	4,986	D	\$ 3	17,073,693	I	by Endo Pharma LLC ⁽²⁾ ⁽³⁾
Common Stock, par value \$.01 per share ⁽¹⁾	12/06/2005	X	1,574	D	\$ 3.42	17,072,119	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 2.42	12/06/2005		X	5,070	10/13/2005	08/26/2007		5,070

Call Obligation (obligation to sell)								Common Stock	
Call Obligation (obligation to sell)	\$ 2.42	12/06/2005	X	3,979	10/13/2005	08/26/2007		Common Stock	3,979
Call Obligation (obligation to sell)	\$ 2.42	12/06/2005	X	9,275	10/13/2005	08/26/2007		Common Stock	9,275
Call Obligation (obligation to sell)	\$ 2.42	12/06/2005	X	2,508	10/13/2005	08/26/2007		Common Stock	2,508
Call Obligation (obligation to sell)	\$ 2.42	12/06/2005	X	7,478	10/13/2005	08/26/2007		Common Stock	7,478
Call Obligation (obligation to sell)	\$ 2.42	12/06/2005	X	3,597	10/13/2005	08/26/2007		Common Stock	3,597
Call Obligation (obligation to sell)	\$ 3	12/06/2005	X	350	10/13/2005	08/26/2007		Common Stock	350
Call Obligation (obligation to sell)	\$ 3	12/06/2005	X	4,986	10/13/2005	08/26/2007		Common Stock	4,986
Call Obligation (obligation to sell)	\$ 3.42	12/06/2005	X	1,574	10/13/2005	08/26/2007		Common Stock	1,574

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		

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
GOLDBERG MICHAEL B C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022	X		X
Loverro Frank J 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
WALL THOMAS R IV C/O KELSO & COMPANY 320 PARK AVENUE NEW YORK, NY 10022			X
Connors James J II C/O KELSO & COMPANY 320 PARK AVENUE 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
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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 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)

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.