GOLDBERG MICHAEL B

Form 4

December 02, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Connors James J II

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

ENDO PHARMACEUTICALS HOLDINGS INC [ENDP]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 11/28/2005

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

C/O KELSO & COMPANY, 320 PARK AVENUE

> (Street) 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

NEW YORK, NY 10022

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock, par value \$.01 per share (1)	11/28/2005		X	788	D	\$ 2.42	17,226,185	I	By Endo Pharma LLC (2) (3)
Common Stock, par value \$.01 per share (1)	11/28/2005		X	643	D	\$ 2.42	17,225,542	I	By Endo Pharma LLC (2) (3)
Common Stock, par value \$.01	11/28/2005		X	10,464	D	\$ 2.42	17,215,079	I	By Endo Pharma LLC (2) (3)

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per share $\underline{^{(1)}}$								
Common Stock, par value \$.01 per share (1)	11/28/2005	X	627	D	\$ 2.42	17,214,451	I	By Endo Pharma LLC (2) (3)
Common Stock, par value \$.01 per share (1)	11/28/2005	X	1,025	D	\$ 3	17,213,426	I	By Endo Pharma LLC (2) (3)
Common Stock, par value \$.01 per share (1)	11/28/2005	X	1,285	D	\$ 3	17,212,141	I	By Endo Pharma LLC (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisexpiration Date (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Call Option (obligation to sell)	\$ 2.42	11/28/2005		X	78	88	10/13/2005	08/26/2007	Common Stock	788
Call Option (obligation to sell)	\$ 2.42	11/28/2005		X	64	43	10/13/2005	08/26/2007	Common Stock	643
Call Option (obligation to sell)	\$ 2.42	11/28/2005		X	10,	464	10/13/2005	08/26/2007	Common Stock	10,464
Call Option (obligation	\$ 3	11/28/2005		X	62	27	10/13/2005	08/26/2007	Common Stock	627

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Call Option (obligation to sell)	\$ 3	11/28/2005	X	1,025	10/13/2005	08/26/2007	Common Stock	1,025
Call Option (obligation to sell)	\$ 3.42	11/28/2005	X	1,285	10/13/2005	08/26/2007	Common Stock	1,285

Reporting Owners

Reporting Owner Name / Address	Relationships							
F-	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						

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WAHRHAFTIG DAVID I C/O KELSO & COMPANY 320 PARK AVENUE

X X

NEW YORK, NY 10022

Loverro Frank J
320 PARK AVENUE X
NEW YORK, NY 10022

Signatures

/s/James J. Connors, II 12/02/2005

**Signature of Date
Reporting Person

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

 2) H.G. ith the first t
- 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 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.

Signatures 4