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INDEVUS PHARMACEUTICALS INC

Form 4

February 25, 2009

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

if no longer subject to Section 16.

Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average

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OMB APPROVAL

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCLUSKI STEPHEN C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

INDEVUS PHARMACEUTICALS

(Check all applicable)

INC [IDEV]

(Month/Day/Year)

02/23/2009

(Last)

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

INDEVUS PHARMACEUTICALS,

(Street)

(State)

(First)

INC., 33 HAYDEN AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LEXINGTON, MA 02421

		Tuble 1 That Bernathe Securities Hequited, 2 Sposed 61, 61 Bernathan, 6 Hacu									
1.Title of	2. Transaction Date	3.	4. Securities Acquired		5. Amount of	6. Ownership	7. Nature of				
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial		
,		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
		, ,	,	(,,			Following	(Instr. 4)	(Instr. 4)		
							Reported				
					(A)		Transaction(s)				
					or		(Instr. 3 and 4)				
			Code V	Amount	(D)	Price	,				
Common	02/22/2000		M	10,000	٨	¢ 0	10,000	D			
Stock	02/23/2009		M	18,000	A	\$ 0	18,000	D			
200011											
Common	02/24/2000		TT	10.000	Ъ	(2)	0	Ъ			
Stock	02/24/2009		U	18,000	D	<u>(2)</u>	0	D			
Stock											

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

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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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Unit (1)	\$ 0	02/23/2009		M	18,000	<u>(1)</u>	<u>(1)</u>	Common Stock	18,000	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCCLUSKI STEPHEN C INDEVUS PHARMACEUTICALS, INC. 33 HAYDEN AVENUE LEXINGTON, MA 02421



Signatures

STEPHEN C MCCLUSKI 02/25/2009

**Signature of Reporting 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) Transaction pertains to the vesting of deferred stock units ("DSUs") and related issuance of shares of common stock underlying such DSUs in connection with the retirement of the recipient from the Issuer's Board of Directors following the completion of the initial tender offer commenced with respect to the Issuer's shares (the "Offer"). The recipient has tendered the issued shares in the subsequent offering period pertaining to the Offer.
- (2) Shares are tendered in the Offer at a price of \$4.50 per share plus contractual rights to receive up to an additional \$3.00 per Share in contingent cash consideration payments.

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.

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