

SCHUCHERT JOSEPH S  
Form 4  
October 25, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
10/21/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ 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  
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

**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 <sup>(1)</sup>	10/21/2005		X		1,176 D \$ 2.42	18,472,669	I By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/21/2005		X		2,167 D \$ 2.42	18,470,502	I By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01	10/21/2005		X		92 D \$ 2.42	18,470,410	I By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>

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per share <sup>(1)</sup>									
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/21/2005	X	6,758	D	\$ 2.42	18,463,652	I		By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/21/2005	X	666	D	\$ 2.42	18,462,986	I		By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/21/2005	X	2,153	D	\$ 3	18,460,833	I		By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/21/2005	X	441	D	\$ 3	18,460,391	I		By Endo Pharma LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock, par value \$.01 per share <sup>(1)</sup>	10/21/2005	X	4,464	D	\$ 3	18,455,927	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.

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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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Call Option (obligation to sell)	\$ 2.42	10/21/2005		X	1,176	10/13/2005	08/26/2007	Common Stock	1,176

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Call Option (obligation to sell)	\$ 2.42	10/21/2005	X	2,167	10/13/2005	08/26/2007	Common Stock	2,167
Call Option (obligation to sell)	\$ 2.42	10/21/2005	X	92	10/13/2005	08/26/2007	Common Stock	92
Call Option (obligation to sell)	\$ 2.42	10/21/2005	X	6,758	10/13/2005	08/26/2007	Common Stock	6,758
Call Option (obligation to sell)	\$ 2.42	10/21/2005	X	666	10/13/2005	08/26/2007	Common Stock	666
Call Option (obligation to sell)	\$ 3	10/21/2005	X	2,153	10/13/2005	08/26/2007	Common Stock	2,153
Call Option (obligation to sell)	\$ 3	10/21/2005	X	441	10/13/2005	08/26/2007	Common Stock	441
Call Option (obligation to sell)	\$ 3	10/21/2005	X	4,464	10/13/2005	08/26/2007	Common Stock	4,464

## 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

10/25/2005

\*\*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 securities 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 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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