

INDEVUS PHARMACEUTICALS INC

Form 4

March 20, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
ENDO PHARMACEUTICALS
HOLDINGS INC

(Last) (First) (Middle)

100 ENDO BOULEVARD

(Street)

CHADDS FORD, PA 19317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolINDEVUS PHARMACEUTICALS
INC [IDEV]3. Date of Earliest Transaction
(Month/Day/Year)
03/20/20094. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)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 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) |
|---|---|---|---|---|--|--|---|
| Common Stock, par value \$.001 per share | 03/18/2009 | | P | 197,521 (1) | A (2) 70,417,783 (3) | D (2) | |
| Common Stock, par value \$.001 per share | 03/19/2009 | | P V | 438,462 (1) | A (2) 70,856,245 (4) | D (2) | |

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**SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| ENDO PHARMACEUTICALS HOLDINGS INC 100 ENDO BOULEVARD CHADDS FORD, PA 19317 | X |
| BTB Purchaser Inc. 100 ENDO BOULEVARD CHADDS FORD, PA 19317 | X |

Signatures

/s/ Caroline B.
Manogue 03/20/2009

__Signature of Reporting Person Date

/s/ Caroline B.
Manogue 03/20/2009

__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).

On February 23, 2009, Endo and Purchaser announced the commencement of a subsequent offering period, during which these Shares
(1) were tendered and accepted for payment. Certain of the Shares tendered during the subsequent offering period were previously delivered through notices of guaranteed delivery during the tender offer. The subsequent offering period expired at 5:00 p.m. on March 18, 2009.

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Pursuant to the terms of the Agreement & Plan of Merger, dated as of Jan. 5, 2009, by and among Endo Pharmaceuticals Holdings Inc. ("Endo"), BTB Purchaser Inc. ("BTB") and Indevus Pharmaceuticals, Inc. ("Indevus"), Endo (through BTB) commenced a cash tender offer to purchase all of the issued and outstanding shares of the common stock of Indevus (the "Shares") at a price of \$4.50 per share,

- (2) without interest, plus contractual rights to receive up to an additional \$3.00 per Share in contingent cash consideration payments. The initial tender offer period expired at 5:00 p.m.(ET), Fri., Feb. 20, 2009, at which time approximately 55,008,149 Shares had been validly tendered and not withdrawn pursuant to the tender offer and such Shares were accepted for purchase by the Purchaser on Feb. 23, 2009; such number represents the number of Shares in which the Reporting Person has a beneficial interest as of that date.
- (3) Representing approximately 88.603% of Indevus' outstanding Shares.
- (4) Representing approximately 89.155% of Indevus' outstanding Shares.

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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