

INDEVUS PHARMACEUTICALS INC  
 Form 4  
 February 25, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FERRARA ANDREW J**

2. Issuer Name and Ticker or Trading Symbol  
**INDEVUS PHARMACEUTICALS INC [IDEV]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O INDEVUS PHARMACEUTICALS, INC., 33 HAYDEN AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2009**

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

(Street)  
**LEXINGTON, MA 02421-7966**

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/23/2009		M	18,000	A	\$ 0	18,000	D
Common Stock	02/24/2009		U	18,000	D	(2)	0	D

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

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SEC 1474 (9-02)

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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. 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 or Value of Underlying Securities (Instr. 3 and 4)
Deferred Stock Unit <sup>(1)</sup>	\$ 0	02/23/2009		M	18,000	<sup>(1)</sup> <sup>(1)</sup>	Common Stock	18,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRARA ANDREW J C/O INDEVUS PHARMACEUTICALS, INC. 33 HAYDEN AVENUE LEXINGTON, MA 02421-7966	X			

**Signatures**

Andrew Ferrara                      02/25/2009  
 \_\_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) 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.