

INDEVUS PHARMACEUTICALS INC
Form 4
March 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
ENDO PHARMACEUTICALS HOLDINGS INC

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)
100 ENDO BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2009

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

CHADDS FORD, PA 19317

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$.001 per share | 03/13/2009 | | P | V 462,145 (1) | A (2) 66,632,354 (3) | D (2) | |
| Common Stock, par value \$.001 per share | 03/16/2009 | | P | V 3,300,098 (1) | A (2) 69,932,452 (4) | D (2) | |
| Common Stock, par | 03/17/2009 | | P | V 287,810 (1) | A (2) 70,220,262 (5) | D (2) | |

value
\$.001 per
share

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. 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 Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 03/17/2009

**Signature of Reporting Person Date

/s/ Caroline B. Manogue 03/17/2009

**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).

(1) On February 23, 2009, Endo and Purchaser announced the commencement of a subsequent offering period, during which these Shares 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.

(2) 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, 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) The Shares purchased represent approximately 83.840% of Indevus' outstanding Shares.

(4) The Shares purchased represent approximately 87.992% of Indevus' outstanding Shares.

(5) The Shares purchased represent approximately 88.355% 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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