

GALE JAMES C
Form 4
February 24, 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 *
GALE JAMES C

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)

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

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

152 WEST 57TH STREET, 19TH FLOOR

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 02/24/2009 | | U | 549,972 | D | (8) | 0 | I | By: SMH Hydro Med, LLC ⁽¹⁾ |
| Common Stock | 02/23/2009 | | U | 343,024 | D | (8) | 0 | I | By: SMH Hydro Med II, LLC ⁽²⁾ |
| Common Stock | 02/23/2009 | | U | 265,695 | D | (8) | 0 | I | By: SMH Valera, LLC ⁽³⁾ |
| Common | 02/23/2009 | | U | 142,545 | D | (8) | 0 | I | By: Corporate |

| | | | | | | | | | |
|--------------|------------|--|---|---------|---|----------------|---|---|---|
| Stock | | | | | | | | Opportunities Fund, L.P. ⁽⁴⁾ | |
| Common Stock | 02/23/2009 | | U | 749,734 | D | (8) | 0 | I | By: Corporate Opportunities Fund (Institutional), L.P. ⁽⁵⁾ |
| Common Stock | 02/23/2009 | | U | 146,556 | D | (8) | 0 | I | By: Life Sciences Opportunity Fund, L.P. ⁽⁶⁾ |
| Common Stock | 02/23/2009 | | U | 32,967 | D | (8) | 0 | I | By: Life Sciences Opportunity Fund (Institutional), L.P. ⁽⁷⁾ |
| Common Stock | 02/23/2009 | | U | 4,873 | D | (8) | 0 | D | |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GALE JAMES C
 152 WEST 57TH STREET, 19TH FLOOR X
 NEW YORK, NY 10022

Signatures

James C. Gale 02/24/2009

**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) These securities are owned directly by SMH Hydro Med, LLC and beneficially owned indirectly by James C. Gale, manager of SMH Hydro Med, LLC. Mr. Gale disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(2) These securities are owned directly by SMH Hydro Med II, LLC and beneficially owned indirectly by James C. Gale, manager of SMH Hydro Med II, LLC. Mr. Gale disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(3) These securities are owned directly by SMH Valera, LLC and beneficially owned indirectly by James C. Gale, manager of SMH Valera, LLC. Mr. Gale disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

These securities are owned directly by Corporate Opportunities Fund, L.P. and beneficially owned by SMM Corporate Management, LLC, the general partner of Corporate Opportunities Fund, L.P., James C. Gale, the chief investment officer and a manager of SMM Corporate Management, LLC, and SMH Capital Inc., the controlling member of SMM Corporate Management, LLC. Mr. Gale, SMH Capital Inc., and SMM Corporate Management, LLC disclaim beneficial ownership of such securities except to the extent of their respective pecuniary interest therein, if any.

(5) These securities are owned directly by Corporate Opportunities Fund (Institutional), L.P. and beneficially owned by SMM Corporate Management, LLC, the general partner of Corporate Opportunities Fund (Institutional), L.P., James C. Gale, the chief investment officer and a manager of SMM Corporate Management, LLC, and SMH Capital Inc., the controlling member of SMM Corporate Management, LLC. Mr. Gale, SMH Capital Inc., and SMM Corporate Management, LLC disclaim beneficial ownership of such securities except to the extent of their respective pecuniary interest therein, if any.

(6) These securities are owned directly by Life Sciences Opportunity Fund, L.P. and beneficially owned by SMH Life Sciences Management, LLC, the general partner of Life Sciences Opportunity Fund, L.P., James C. Gale, the chief investment officer and a manager of SMH Life Sciences Management, LLC, and SMH Capital Inc., the controlling member of SMH Life Sciences Management, LLC. Mr. Gale, SMH Capital Inc., and SMH Life Sciences Management, LLC disclaim beneficial ownership of such securities except to the extent of their respective pecuniary interest therein, if any.

(7) These securities are owned directly by Life Sciences Opportunity Fund (Institutional), L.P. and beneficially owned by SMH Life Sciences Management, LLC, the general partner of Life Sciences Opportunity Fund (Institutional), L.P., James C. Gale, the chief investment officer and a manager of SMH Life Sciences Management, LLC, and SMH Capital Inc., the controlling member of SMH Life Sciences Management, LLC. Mr. Gale, SMH Capital Inc., and SMH Life Sciences Management, LLC disclaim beneficial ownership of such securities except to the extent of their respective pecuniary interest therein, if any.

(8) The shares have been tendered pursuant to a tender offer commenced by Endo Pharmaceuticals Holdings, Inc.

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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