

INDEVUS PHARMACEUTICALS INC
Form SC 13G/A
February 12, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

INDEVUS PHARMACEUTICALS, INC.

(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE PER SHARE

(Title of Class of Securities)

US4540721093

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

GLENN L. COOPER, M.D.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(A) ..

(B) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

NUMBER OF

SHARES 3,206,088

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,206,088

8. SHARED DISPOSITIVE POWER

WITH:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,206,088

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.03%

12. TYPE OF REPORTING PERSON*

IN

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- Item 1 (a). Name of Issuer:
Indevus Pharmaceuticals, Inc.
- Item 1 (b). Address of Issuer's Principal Executive Offices:
33 Hayden Avenue

Lexington, Massachusetts 02421
- Item 2 (a). Name of Person Filing:
Glenn L. Cooper, M.D.
- Item 2 (b). Address of Principal Business Office or, if None, Residence:
The principal business address of the reporting person is:

c/o Indevus Pharmaceuticals, Inc.

33 Hayden Avenue

Lexington, Massachusetts 02421
- Item 2 (c). Citizenship:
United States of America
- Item 2 (d). Title of Class of Securities:
Common Stock, par value \$.001
- Item 2 (e). CUSIP Number:
US4540721093
- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Includes (i) 308,900 shares, 113,900 of which are shares of restricted stock subject to vesting, transfer restrictions, forfeiture and acceleration, and (ii) 2,897,188 shares issuable upon exercise of options exercisable within 60 days, but excludes 97,500 shares issuable upon exercise of options held by Dr. Cooper's spouse, an employee of the Company, as to all of which shares Dr. Cooper disclaims beneficial ownership.

(b) Percent of class: 4.03%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

3,206,088

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

3,206,088

(iv) shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 2/11/08

/s/ Glenn L. Cooper
Glenn L. Cooper, M.D.

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