

CARACO PHARMACEUTICAL LABORATORIES LTD
 Form 4
 December 07, 2007

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 *
 SUN PHARMACEUTICAL INDUSTRIES LTD

2. Issuer Name and Ticker or Trading Symbol
 CARACO PHARMACEUTICAL LABORATORIES LTD [CPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 17/B MAHAL INDUSTRIAL ESTATE, MAHAKALI CAVES ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2007

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

ADHERI (EAST) MUMBAI 400 093, K7

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 12/07/2007 | | C | 1,088,000 | A <u>(1)</u> 12,838,014 | I | See Footnote <u>(2)</u> |
| Common Stock | | | | | 8,382,666 | D <u>(3)</u> | |

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 Security (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount | |
| Series B. Preferred Stock | \$ 0 ⁽¹⁾ | 12/07/2007 | | C | | 544,000 | 11/24/2007 | ⁽¹⁾ | Common Stock | 544,000 |
| Series B. Preferred Stock | \$ 0 ⁽¹⁾ | 12/07/2007 | | C | | 544,000 | 12/06/2007 | ⁽¹⁾ | Common Stock | 544,000 |
| Series B. Preferred Stock | \$ 0 ⁽⁴⁾ | 12/05/2007 | | J ⁽⁵⁾ | | 544,000 | 12/05/2010 | ⁽⁶⁾ | Common Stock | 544,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SUN PHARMACEUTICAL INDUSTRIES LTD 17/B MAHAL INDUSTRIAL ESTATE MAHAKALI CAVES ROAD ADHERI (EAST) MUMBAI 400 093, K7 | | X | | |
| SUN PHARMA GLOBAL INC INTERNATIONAL TRUST BUILDING P.O. BOX 659, ROAD TOWN TORTOLA, D8 | | X | | |
| SHANGHVI DILIP S 17/B MAHAL INDUSTRIAL ESTATE MAHAKALI CAVES ROAD ANDHERI (EAST), MUMBAI 400 093, K7 | X | | (Non Executive) Chairman | |

Signatures

/s/ Dilip S. Shanghvi, Chairman and Managing Director of Sun Pharmaceutical Industries Limited 12/07/2007

**Signature of Reporting Person

Date

/s/ Dilip S. Shanghvi, Director of Sun Pharma Global, Inc. 12/07/2007

__Signature of Reporting Person

Date

/s/ Dilip S. Shanghvi

12/07/2007

__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) The Series B preferred shares converted into Common Stock on a one-to-one basis and had no expiration date.
These shares are owned directly by Sun Global, Inc., which is a wholly-owned subsidiary of Sun Pharmaceutical Industries Limited
- (2) ("Sun"). Dilip S. Shanghvi is the controlling shareholder of Sun. Sun and Mr. Shanghvi disclaim beneficial ownership of the reported shares except to the extent of their respective pecuniary interests therein.
- (3) These shares are owned directly by Sun. Dilip S. Shanghvi is the controlling shareholder of Sun. Mr. Shanghvi disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.
- (4) The Series B preferred shares are convertible into common stock after three years (or immediately upon a change in control) on a one-to-one basis.
Sun Global earns 544,000 shares of Series B Preferred Stock for each technology transferred to Caraco of a generic drug by Sun Global
- (5) when such drug passes its bioequivalency studies. In the event of the dissolution of Caraco, such shares have a preference equal to the value attributed to them on the dates on which they were earned. The value attributed as of December 5, 2007 was \$10.81 per share.
- (6) The shares of Series B remain outstanding until such time as they are converted to common stock.

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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