

CARACO PHARMACEUTICAL LABORATORIES LTD

Form 4

August 01, 2006

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

(Last) (First) (Middle)

SPARC, TANDALJA,

(Street)

VADODARA, GUJARAT, K7 390
020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

CARACO PHARMACEUTICAL
LABORATORIES LTD [CPD]

3. Date of Earliest Transaction

(Month/Day/Year)

07/28/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
 ____X____ 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B. Preferred Stock	\$ 0 <u>(1)</u>	07/28/2006	J <u>(2)</u>		544,000		07/28/2009 <u>(1)</u>	<u>(3)</u>	Common Stock	544,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUN PHARMACEUTICAL INDUSTRIES LTD SPARC, TANDALJA VADODARA, GUJARAT, K7 390 020		X		
SUN PHARMA GLOBAL INC AKARA BUILDING 24 DE CASTRO STREET, WILKHAM'S CLAY 1 ROAD TOWN TARTOLA, D8		X		
SHANGHVI DILIP S C/O SUN PHARMACEUTICAL INDUSTRIES LD. MAHAL INDUSTRIES ESTATE, MAHAKLI CAVES ANDHARI (EAST), MUMBAI, K7 400 093	X	X	(Chairman of the Board)	

Signatures

/s/ Dilip S. Shanghvi, Chairman and Managing Director
of Sun

08/01/2006

****Signature of Reporting Person**

Date _____

/s/ Sudhir V. Valia, Director of Sun Global

08/01/2006

Signature of Reporting Person

Date _____

/s/ Dilip S. Shanghvi

08/01/2006

****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 are convertible into common stock after three years (or immediately upon a change in control) on a one-to-one basis.
- (2) Sun Pharma Global, Inc. ("Sun Global") earns 544,000 shares of Series B Preferred Stock for each technology transfer to Caraco of a generic drug by Sun Global when such drug passes its bioequivalency studies. In the event of the dissolution of Caraco, such shares have

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a preference equal to the value attributed to them on the dates on which they were earned. The value attributed as of July 28, 2006 was \$6.95 per share. In a previous Form 4, with respect to preferred shares earned as of July 10, 2006, the value incorrectly attributed to them was \$8.82 per share; the correct value is \$6.62 per share.

- (3) The shares of Series B Preferred Stock remain outstanding until such time as they are converted into Common Stock.
- (4) These shares are owned directly by Sun Global, Inc., which is a wholly-owned subsidiary of Sun Pharmaceutical Industries Limited ("Sun"). Dilip S. Shanghvi is the controlling shareholder of Sun.

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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