

DANIELSON HOLDING CORP
Form 4
June 28, 2005

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 *
SZ INVESTMENTS LLC

2. Issuer Name and Ticker or Trading Symbol
DANIELSON HOLDING CORP
[DHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO NORTH RIVERSIDE PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2005

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

CHICAGO, IL 60606

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.10 par value	06/24/2005		X		440,602 ⁽¹⁾	A	\$ 6 19,500,900 D
Common Stock, \$0.10 par value	06/24/2005		X		77,507 ⁽²⁾	A	\$ 6 3,430,448 I As Managing Member ⁽³⁾

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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Pursuant to a rights offering, the Issuer issued at no charge one non-transferrable warrant with respect to each share of its Common Stock outstanding as of the close of business on May 27, 2005. Each warrant gave the holder the right to purchase 0.90 shares of the Issuer's Common Stock at a price of \$6.00 per share. Each warrant holder could also elect to purchase additional shares at the exercise price if other warrant holders did not fully exercise their warrants (the "oversubscription privilege"). These shares are the additional shares purchased by the Reporting Person pursuant to the oversubscription privilege, the number of which was not determinable prior to the closing of the rights offering.

- (2) Pursuant to a rights offering, the Issuer issued at no charge one non-transferrable warrant with respect to each share of its Common Stock outstanding as of the close of business on May 27, 2005. Each warrant gave the holder the right to purchase 0.90 shares of the Issuer's Common Stock at a price of \$6.00 per share. Each warrant holder could also elect to purchase additional shares at the exercise price if other warrant holders did not fully exercise their warrants (the "oversubscription privilege"). These shares are the additional shares purchased by EGI-Fund (05-07) Investors, L.L.C. pursuant to the oversubscription privilege, the number of which was not determinable prior to the closing of the rights offering.

- (3) These shares are directly beneficially owned by EGI-Fund (05-07) Investors, L.L.C. and indirectly beneficially owned by each of (i) the Reporting Person, as the sole managing member of Fund 05-07; (ii) Zell General Partnership, Inc., the managing member of the Reporting Person; and (iii) Chai Trust Company, L.L.C., the trustee of trusts which indirectly own the Reporting Person.

- (4) These warrants are directly beneficially owned by EGI-Fund (05-07) Investors, L.L.C. and indirectly beneficially owned by each of (i) the Reporting Person, as the sole managing member of Fund 05-07; (ii) Zell General Partnership, Inc., the managing member of the Reporting Person; and (iii) Chai Trust Company, L.L.C., the trustee of trusts which indirectly own the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.