

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

CHICAGO, IL 60606

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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, \$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.

**Persons who respond to the collection of
information contained in this form are not**

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant to purchase common stock (right to buy) ⁽¹⁾	\$ 6	06/24/2005		X		440,602		06/24/2005	06/24/2005	Common Stock	440,602
Warrant to purchase common stock (right to buy) ⁽²⁾	\$ 6	06/24/2005		X		77,507		06/24/2005	06/24/2005	Common Stock	77,507

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SZ INVESTMENTS LLC TWO NORTH RIVERSIDE PLAZA CHICAGO, IL 60606	X

Signatures

Donald J. Liebenritt, Vice President 06/28/2005

 **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)

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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.

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