

DANIELSON HOLDING CORP

Form 4/A

June 28, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

DE SHAW LAMINAR
PORTFOLIOS LLC

(Last) (First) (Middle)

120 W 45TH STREET, TOWER 45,
39TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

DANIELSON HOLDING CORP
[DHC]3. Date of Earliest Transaction
(Month/Day/Year)

06/20/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

06/24/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See footnote (1)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.10 per share	06/20/2005		X		12,864,903 (2)	A	\$ 6 26,494,125 (2)
						D (1)	

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: DANIELSON HOLDING CORP - Form 4/A

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 Underlying Security (Instr. 3 and 4)
Warrant to purchase Common Stock (right to buy) ⁽³⁾	\$ 6	06/20/2005		X	12,864,903 <u>(2)</u>	05/31/2005 06/21/2005	Common Stock 12,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE SHAW LAMINAR PORTFOLIOS LLC 120 W 45TH STREET TOWER 45, 39TH FLOOR NEW YORK, NY 10036		X		See footnote (1)
SHAW D E & CO L P /NY/ 120 W 45TH ST 39TH FL NEW YORK, NY 10036		X		See footnote (1)
D E SHAW & CO LLC 120 WEST 45TH STREET FLOOR 39, TOWER 45 NEW YORK, NY 10036		X		See footnote (1)
SHAW DAVID E 120 WEST 45TH STREET FLOOR 39, TOWER 45 NEW YORK, NY 10036		X		See footnote (1)

Signatures

D. E. Shaw Laminar Portfolios, L.L.C., By D. E. Shaw & Co., L.L.C, as Managing Member,
By /s/ Julius Gaudio, Managing Director

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) See Exhibit 99.1.

Amended to include 598,604 shares of Common Stock of the Issuer acquired pursuant to the exercise of oversubscription rights. The

(2) amount of oversubscription shares allocated to the Reporting Persons could not be determined on the date of the original filing and was not made known to the Reporting Persons until June 27, 2005.

Pursuant to a rights offering, Issuer issued at no charge one warrant with respect to each share of its Common Stock entitling each holder

(3) to purchase 0.90 shares of the Issuer's Common Stock at a price of \$6.00 per share. Each holder also received an oversubscription right entitling such holder to purchase additional shares at \$6.00 per share if other holders do not fully exercise their warrants.

Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

EXhibit 99.2 - Joint Filing Agreement

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.