

Edgar Filing: DANIELSON HOLDING CORP - Form 4

DANIELSON HOLDING CORP
 Form 4
 June 07, 2002

 FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

[] Check 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
 Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Re
Samuel Zell			Danielson Holding Corporation (DHC)		
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement for Month/Year	
Two North Riverside Plaze, Suite 600				May 2002	
(Street)				5. If Amendment, Date of Original (Month/Year)	7. In (C X F -- F -- R
Chicago, IL	60606				
(City)	(State)	(Zip)			

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFIT

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Amount	(A) or (D)	Price
Common Stock	5/29/2002	X	1,560,174	A	\$5.00
Common Stock	5/29/2002	X	1,900,437	A	\$4.74

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (CONTINUED)

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)	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)
Warrant to purchase common stock (right to buy) (1)	\$4.74	5/29/2002	X	1,900,437	8/12/99-8/12/03
Common stock option (right to buy) (2)	\$3.37	12/11/2001	J (2)	155,000	6/11/02-12/11/11

9. Number of Derivative	10. Ownership Form of Derivative	11. Nature of Indirect
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Securities Beneficially Owned at End of Month (Instr. 4)	Securities Beneficially owned at end of month (Instr. 4)	Beneficial Ownership (Instr. 4)
155,000	I	(2)

Explanation of Responses:

/s/ SAMUEL ZELL

Signature of Reporting

(1) The stock purchase warrant ("Warrant") and the shares of Common Stock, including shares of Co the Warrant, are beneficially owned by SZ Investments, L.L.C., a Delaware limited liability compan the indirect members of members of SZ Investments are trusts created for the benefit of the repor family.

(2) The stock option agreement ("Option") was issued to Equity Group Investments, L.L.C. ("EGI") Incentive Plan in consideration for services rendered or to be rendered to the Issuer. Certain of owners of EGI are trusts created for the benefit of the reporting person and members of his famil

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

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 the form displays a currently valid OMB number.

(Print or Type Responses)