

DANIELSON HOLDING CORP

Form 4

June 17, 2002

**FORM 4**

\_\_\_ Check this box if no  
longer  
subject to Section 16.  
Form 4  
or Form 5 obligations  
may  
continue. See Instruction  
1(b).

(Print or Type  
Responses)

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:

3235-0287

Expires: December  
31, 2001

Estimated average  
burden

hours per response. . .  
. 0.5

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer				
Whitman, Martin J.		Danielson Holding Corp. (DHC)		(Check all applicable)				
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Executive Officer</u>				
767 Third Avenue		4. Statement for Month/Year						
(Street)		May 2002						
New York, NY 10017		5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)				
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (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	May 2002	J(1)		747,333(2)		\$5.00	2,028,476(3)	D I(4)

[illegible][illegible]

### Explanation of Responses:

(1) Purchased from issuer in a rights offering pursuant to prospectus dated May 2, 2002.

(2), (4) Includes 507,902 shares purchased by Third Avenue Value Fund Series ("TAVF") of the Third Avenue Trust, an investment company registered under the Investment Company Act of 1940; 66,028 shares purchased by Martin J. Whitman & Co., Inc. ("MJW&Co"), a private investment company; and 50,229 shares purchased by Mr. Whitman's wife and three adult family members. Mr. Whitman may be deemed to control the investment adviser of TAVF, and may be deemed to own beneficially a five percent equity interest in TAVF. Mr. Whitman is the principal stockholder in MJW&Co, and may be deemed to own beneficially the shares owned by MJW&Co. Mr. Whitman disclaims

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beneficial ownership of the shares of common stock owned by TAVF and Mr. Whitman's family members.

(3), (4) Includes 1,311,571 shares beneficially owned by Third Avenue Value Fund Series ("TAVF") of the Third Avenue Trust, an investment company registered under the Investment Company Act of 1940; 170,509 shares beneficially owned by Martin J. Whitman & Co., Inc. ("MJW&Co"), a private investment company; and 134,587 shares beneficially owned by Mr. Whitman's wife and three adult family members. Mr. Whitman may be deemed to control the investment adviser of TAVF, and may be deemed to own beneficially a five percent equity interest in TAVF. Mr. Whitman is the principal stockholder in MJW&Co, and may be deemed to own beneficially the shares owned by MJW&Co. Mr. Whitman disclaims beneficial ownership of the shares of common stock owned by TAVF and Mr. Whitman's family members.

-  
By:/s/ Martin J.  
Whitman  
\*\*Signature of Reporting Person

June 17, 2002  
Date

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).

\*\* 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