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DIXON TICONDEROGA CO  
Form 8-K  
March 29, 2004

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

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FORM 8-K  
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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

March 29, 2004

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Date of Report (Date of earliest event reported)

DIXON TICONDEROGA COMPANY

-----  
(Exact name of registrant as specified in its charter)

DELAWARE  
-----  
(State of  
Incorporation)

1-8689  
-----  
(Commission File  
Number)

23-0973760  
-----  
(IRS Employer I.D.  
Number)

195 INTERNATIONAL PARKWAY  
HEATHROW, FLORIDA 32746  
-----  
(Address of Principal Executive Offices) (Zip Code)

(407) 829-9000  
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(Registrant's telephone number, including area code)

Item 5. Other Events.  
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On March 29, 2004, the Company issued a press release, attached hereto as Exhibit 99-1, addressing the termination of discussions between it and Jarden Corporation with respect to a possible transaction between the companies. Also attached as Exhibits 99-2 through 99-4 are documents terminating related agreements.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

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- (a) Not Applicable.
  - (b) Not Applicable.
  - (c) Exhibits

- 99-1 Press Release dated March 26, 2004
- 99-2 Termination of Exclusivity Agreement
- 99-3 Termination of Option Agreement
- 99-4 Termination of Support Agreements

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

DIXON TICONDEROGA COMPANY

Dated: March 29, 2004

By: /s/ Richard A. Asta

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Richard A. Asta  
Executive Vice President of Finance and  
Chief Financial Officer