

DANIELSON HOLDING CORP

Form 4

June 11, 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

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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						
Hall, Willard James		Danielson Holding Corp. (DHC)		(Check all applicable)						
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year		___ Director				
390A 9th Street				May 2002		___ 10% Owner				
(Street)				5. If Amendment, Date of Original (Month/Year)		___ Officer (give title below) ___ Other (specify below)				
Brooklyn, NY 11215					___ General Counsel & Secretary		7. Individual or Joint/Group Filing (Check Applicable Line)			
(City) (State) (Zip)					___ Form filed by One Reporting Person		___ 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)		2,000		\$5.00	7,000		D	

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[illegible]Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)[illegible]

Explanation of Responses:

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

By:/s/ W. James
Hall
**Signature of Reporting Person

June 11, 2002
Date

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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).

** 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