

NON-PUBLIC

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

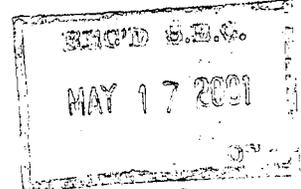


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13F CONP
5/15/02

Form 13F

Form 13F COVER PAGE



Report for the Calendar Year or Quarter Ended: March 31, 2001

Check here if Amendment [] ; Amendment Number: _____
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Relational Investors LLC
Address: 11975 El Camino Real, Suite 300
San Diego, CA 92130

Form 13F File Number: 28-06854

CONFIDENTIAL TREATMENT EXPIRED

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Lisa Cain
Title: Chief Financial Officer
Phone: (858) 704-3337

PROCESSED

MAY 21 2002

THOMSON FINANCIAL

Signature, Place, and Date of Signing:

[Signature] San Diego, CA 5/15/01
[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

Form 13F File Number Name

28- _____
[Repeat as necessary.]

[Handwritten mark]

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: .7
Form 13F Information Table Value Total: \$ 492,381
(thousands)

List of Other Included Managers:

None

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
28-		

[Repeat as necessary.]

Form 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE	SHRS OR	SH/ PUT/	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
			(X\$1000)	PRN AMT	PRN CALL			SOLE	SHARED	NONE
National Semiconductor Corp.	COM	637640103	\$ 58,850	2,200,000	SH	SOLE		2,200,000		
Pactiv Corp.	COM	695257105	\$ 25,688	2,121,200	SH	SOLE		2,121,200		