13FCONP 8/14/02

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

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FEB 14 2002
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Form 13F

FORM 13F COVER PAGE

CONFIDENTIAL TREATMENT EXPIRES

02067875

Report for the Calendar Year or Quarter Ended: December 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: Scepter Holdings, Inc.
Address: 800 Brazos Street, Suite 1100, Austin, TX 78701

Form 13F File Number: 28- 10108

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: David Gillespie
Title: CFO
Phone: 972-237-2922

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FINANCIAL

Signature, Place, and Date of Signing:

Dave Gillespie	Crowley, Texas	February 14, 2002
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

[X] 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 28-__________ Name ______________________________

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 33

Form 13F Information Table Value Total: 727,587
(thousands)

Confidential information has been omitted from this Form 13F and filed separately with the Securities and Exchange Commission.

List of Other Included Managers:

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
1	28-	Amalgamated Gadget, L.P.
2		Geoffrey Raynor

Confidential Treatment Requested

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8 Voting Authority		
Name of Issuer	Title of Class	CUSIP Number	Value (X$1000)	Shares or Principal Amount	SH/ PRN	Put/ Call	Investment Discretion	Other Managers	Sole	Shared	None
ACT MFG INC	SUB NT CV 7%07	000973AB3	98	12,000,000	PRN		DEFINED	1, 2	X		
AES CORP	COM	00130H105	1,297	79,300	SH		DEFINED	1, 2	X		
ALZA CORP DEL	SUB LYON ZERO 14	022615AC2	245,963	163,500,000	PRN		DEFINED	1, 2	X		
AMERITRADE HLDG CORP	SUB NT CV 5.75%04	03072HAB5	3,581	4,860,000	PRN		DEFINED	1, 2	X		
ANN TAYLOR STORES CORP	GTD SB DB CV 19	036115AC7	23,824	41,750,000	PRN		DEFINED	1, 2	X		
ASIA GLOBAL CROSSING LTD	CL A	G05330108	1,438	1,250,000	SH		DEFINED	1, 2	X		
BUDGET GROUP INC	CL A	119003101	95	106,200	SH		DEFINED	1, 2	X		
BUDGET GROUP INC	CL A	119003101	1	100	SH		DEFINED		X		
CIENA CORP	NT CONV 3.75%08	171779AA9	29,210	46,000,000	PRN		DEFINED	1, 2	X		
CNF TR I	TECONS SER A	12612V205	7,392	158,000	SH		DEFINED	1, 2	X		
CURAGEN CORP	SUB DEB CV 6%07	23126RAC5	5,784	7,500,000	PRN		DEFINED	1, 2	X		
DOUBLECLICK INC	SB NT CV 4.75%06	258609AC0	12,684	16,030,000	PRN		DEFINED	1, 2	X		
ECHOSTAR COMMUNICATIONS NEW	SR NT CV 144A 08	278762AE9	53,943	60,000,000	PRN		DEFINED	1, 2	X		
EMCORE CORP	SR NT CV 144A 06	290846AA2	10,491	15,000,000	PRN		DEFINED	1, 2	X		
ENRON CORP	COM	293561106	229	382,000	SH		DEFINED	1, 2	X		
FOUR SEASONS HOTEL INC	LYON ZERO CPN 29	35100EAD6	25,990	85,000,000	PRN		DEFINED	1, 2	X		
GENESCO INC	SUB NT CV 5.5%05	371532AL6	17,086	15,625,000	PRN		DEFINED	1, 2	X		
GLOBESPAN INC	SUB NT CV 5.25%06	379571AB8	14,528	17,615,000	PRN		DEFINED	1, 2	X		
INTERPUBLIC GROUP COS INC	SB NTCV 1.8%04	460690AF7	92,160	97,420,000	PRN		DEFINED	1, 2	X		

CONFIDENTIAL TREATMENT REQUESTED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8 Voting Authority		
Name of Issuer	Title of Class	CUSIP Number	Value (X$1000)	Shares or Principal Amount	SH/ PRN	Put/ Call	Investment Discretion	Other Managers	Sole	Shared	None
I2 TECHNOLOGIES INC	SUB NT CV 5.25%06	465754AF6	27,236	37,309,000	PRN		DEFINED	1, 2	X		
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	9,138	1,827,600	SH		DEFINED	1, 2	X		
MCLEODUSA INC	PFD CONV 6.75%	582266201	672	49,500	SH		DEFINED	1, 2	X		
MPOWER HOLDING CORP	COM	62473L101	141	314,147	SH		DEFINED	1, 2	X		
MPOWER HOLDING CORP	PFD CV D 7.25%	62473L200	484	936,000	SH		DEFINED	1, 2	X		
NETWORK PLUS CORP	DP 1/10A CV7.5	64122D605	633	380,000	SH		DEFINED	1, 2	X		
NTL INC	COM	629407107	7,117	7,570,800	SH		DEFINED	1, 2	X		
OFFICE DEPOT INC	LYON SUB ZERO 07	676220AA4	68,896	81,913,000	PRN		DEFINED	1, 2	X		
ONI SYSTEMS CORP	SUB NT CV 5%05	68273FAA1	28,035	40,850,000	PRN		DEFINED	1, 2	X		
PERSONNEL GROUP AMER INC	SB NT CV 5.75%04	715338AE9	2,294	7,053,000	PRN		DEFINED	1, 2	X		
TRIQUINT SEMICONDUCTOR INC	SUB NT CV 4%07	89674KAB9	15,768	21,900,000	PRN		DEFINED	1, 2	X		
UNITEDGLOBALCOM	CL A	913247508	10,375	2,075,000	SH		DEFINED	1, 2	X		
UNITEDGLOBALCOM	PGD CV 1/20DSR	913247201	1,719	290,000	SH		DEFINED	1, 2	X		
VIROPHARMA INC	SB NT CV 6%07	928241AC2	9,285	18,050,000	PRN		DEFINED	1, 2	X		

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