

13F COMP

NON-PUBLIC

11/14/03

FORM 13F



02068585

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

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2002

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: Sandell Asset Management Corp.

Address: 1251 Avenue of the Americas, 23rd Floor, New York, NY 10020

13F File Number: 28-06499

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing this 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.

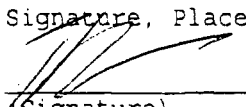
Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas Sandell

Title: Principal

Phone: 212-899-4756

Signature, Place, and Date of Signing:


(Signature)

New York, New York

(City, State)

May 14, 2002

(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.☐ 13F COMBINATION REPORT.

CONFIDENTIAL TREATMENT EXPIRES

PROCESSED

NOV 10 2003

THOMSON
FINANCIAL

FORM 13F Summary Page

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 10

Form 13F Information Table Value Total: \$202,232 (thousands)

List of Other Included Managers:

None

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F

QTR ENDED: 3/31/02

Name of Reporting Manager: Sandell Asset Management

		Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4: Fair Market Value (X\$1000)	Item 5: Shares or Principal Amount	Item 6: Investment Discretion	Item 7: Managers See Instr. V	(SEC USE ONLY)		
									Item 8: Voting Authority (Shares)		
2002 QTR CLOSING	Confidential treatment requested on 2/15/02 filing								(a) Sole	(b) Shared	(c) None
4TH		AT&T CORP	COM	001957-10-9	4,960	315,900 SH	SOLE		315,900		
3RD		CONOCO INC	COM, CL A	208251-50-4	8,754	300,000 SH	SOLE		300,000		
2ND		ELANTEC SEMICONDUCTOR INC	COM	284155-10-8	7,733	180,800 SH	SOLE		180,800		
2ND		ICN PHARMACEUTICALS INC	COM	448924-10-0	33,338	1,050,000 SH	SOLE		1,050,000		
2ND		IMMUNEX CORPORATION	COM	452528-10-2	30,935	1,022,300 SH	SOLE		1,022,300		
2ND		ONI SYSTEMS CORP	COM	68273F-10-3	2,038	330,300 SH	SOLE		330,300		
3RD		PENNZOIL-QUAKER STATE COMPANY	COM	709323-10-9	32,205	1,500,000 SH	SOLE		1,500,000		
2ND		PRI AUTOMATION INC	COM	69357H-10-8	22,358	959,100 SH	SOLE		959,100		
2ND		SECURITY CAPITAL GROUP - B	COM, CL B	81413P-20-4	49,621	1,948,200 SH	SOLE		1,948,200		
3RD		TRW INC	COM	872649-10-8	10,294	200,000 SH	SOLE		200,000		

Value Total: \$ 202,232

Entry Total: 10

* NOTE: Previously requested confidential treatment through 1st Qtr of 2002 on 2/15/02 Filing

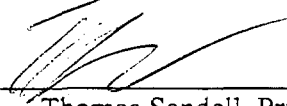
CERTIFICATE

In connection with a request for confidential treatment of the securities positions contained on the attached Form 13F for the quarter ended March 31, 2002 filed by Sandell Asset Management Corp. ("Sandell"), Sandell hereby represents to the Securities and Exchange Commission in good faith that:

1. Each of the securities holdings on the attached Form 13F represents a risk arbitrage position that was open on March 31, 2002.
2. As of March 31, 2002, Sandell reasonably believed that it may not close the entire position of each such holding on or before May 14, 2002.

Dated: May 14, 2002

SANDELL ASSET MANAGEMENT CORP.

By: 

Thomas Sandell, Principal