

NON-PUBLIC

13FCON P 2/14/05



FORM 13F

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

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2004

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: 40 West 57th Street, New York, NY 10019

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: 212-603-5700

Signature, Place, and Date of Signing:

[Signature]
(Signature)

New York, New York
(City, State)

August 13, 2004
(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
JUN 20 2005
J. J. J.

FORM 13F Summary Page

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 11

Form 13F Information Table Value Total: \$901,836 (thousands)

List of Other Included Managers:

None

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F

QTR ENDED: 6/30/04

Name of Reporting Manager: Sandell Asset Management

(SEC USE ONLY)

Confidential
treatment
requested
on 5/15/04
filing
Y
Y

2004
QTR
CLOSING

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	Item 8: Voting Authority (Shares)		
							(a) Sole	(b) Shared	(c) None
AT&T WIRELESS	COM	00209A-10-6	200,457	13,998,419 SH	SOLE		13,998,419	-	-
AT&T WIRELESS - CALL	COM	00209A-10-6	107,400	7,500,000 CALL	SOLE		7,500,000	-	-
ATRIX LABS INC	COM	04962L-10-1	29,002	846,044 SH	SOLE		846,044	-	-
CHARTER ONE FINANCIAL INC	COM	160903-10-0	167,486	3,790,127 SH	SOLE		3,790,127	-	-
CHELSEA PROPERTY GROUP INC	COM	163421-10-0	6,561	100,600 SH	SOLE		100,600	-	-
EVERGREEN RES INC	COM NO PAR	299900-30-8	10,033	248,340 SH	SOLE		248,340	-	-
EXULT INC DEL	COM	302284-10-4	4,868	904,805 SH	SOLE		904,805	-	-
GREENPOINT FINL CORP	COM	395384-10-0	49,472	1,246,140 SH	SOLE		1,246,140	-	-
SOUTHTRUST CORP	COM	844730-10-1	81,307	2,095,000 SH	SOLE		2,095,000	-	-
TULARIK INC	COM	899165-10-4	70,537	2,844,230 SH	SOLE		2,844,230	-	-
WELLPOINT HEALTH NETWORKS*	COM	94973H-10-8	174,713	1,559,800 SH	SOLE		1,559,800	-	-

Value Total: \$ 901,836

Entry Total: 11

FILED EXTENSION OF CONFIDENTIAL TREATMENT THROUGH THE 4TH QTR OF 2004