

13FCON

CONFIDENTIAL

FORM 13F

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

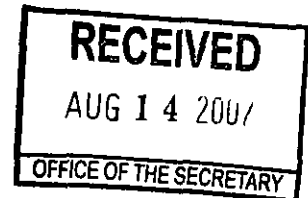
NON-PUBLIC

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2007

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: Richard Gashler
Title: General Counsel
Phone: 212-603-5700

Signature, Place, and Date of Signing:

(Signature)

New York, New York
(City, State)

August 13, 2007
(Date)

CONFIDENTIAL TREATMENT EXPIRED

PROCESSED

NOV 04 2008

THOMSON REUTERS

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.

[] 13F COMBINATION REPORT.



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: \$798,677 (thousands)

List of Other Included Managers:

None

CONFIDENTIAL TREATMENT REQUESTED

QTR ENDED: 6/30/07

FORM 13F

Name of Reporting Manager: Sundell Asset Management

CONFIDENTIAL TREATMENT REQUESTED

QTR ENDED: 6/30/07

SEC USE ONLY

ALCAN INC

ALLTEL CORP

ARCHSTONE SMITH TR

CDW CORP

ENERGY METALS CORP

GENESCO INC

KEYSPAN CORP

Item 1:
Name of Issuer

Item 2 :
Title of Class

Item 3:
CUSIP
Number

Item 4:
Fair Market
Value
(\$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

END