

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Covanta Holding Corporation to Withdraw its Common Stock, \$.10 par value, from Listing and Registration on the American Stock Exchange LLC File No. 1-06732

November 18, 2005

On September 23, 2005, Covanta Holding Corporation, a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.10 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex"). Notice of such application requesting comments was published in the Federal Register on November 1, 2005.³ No comments were received. As discussed below, the Commission is granting the application.

On September 16, 2005, the Board of Directors ("Board") of the Issuer approved resolutions to withdraw the Security from listing and registration on Amex and to list the Security on the New York Stock Exchange, Inc. ("NYSE"). The Issuer stated that the Board determined that it is in the best interest of the Issuer to list the Security on NYSE, and is withdrawing the Security on Amex in order to avoid direct and indirect costs and the division of the market resulting from dual listing on Amex and NYSE.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the state of Delaware, in which it is incorporated, and provided written notice of withdrawal to Amex. The Issuer's application relates solely to the

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 52669 (October 25, 2005), 70 FR 65937.

withdrawal of the Security from listing on Amex, and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.⁴

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on November 21, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Jonathan G. Katz
Secretary

⁴ 15 U.S.C. 781(b).

⁵ 17 CFR 200.30-3(a)(1).