

HARDEN GREGORY M
Form 4
May 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARDEN GREGORY M

2. Issuer Name and Ticker or Trading Symbol
ONEIDA LTD [onei]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/03/2005		A	0 A \$0	40,319	D	
Common Stock	05/03/2005		A	0 A \$0	4,000	I	Self Custodian for children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option ⁽¹⁾	\$ 28.125	05/27/1998		A		1		05/26/1999	05/27/2008	Common Stock	1,000
Common Stock Option ⁽¹⁾	\$ 25.875	05/26/1999		A		1		05/25/2000	05/26/2009	Common Stock	1,000
Common Stock Option ⁽¹⁾	\$ 19.0615	05/31/2000		A		1		05/30/2001	05/31/2010	Common Stock	1,000
Common Stock Option ⁽¹⁾	\$ 17.2	03/05/2001		A		1		03/04/2002	03/05/2011	Common Stock	1,000
Common Stock Option ⁽¹⁾	\$ 13.5	03/01/2002		A		1		02/28/2003	03/01/2012	Common Stock	1,000
Common Stock Option ⁽¹⁾	\$ 11	01/29/2003		A		1		01/28/2004	01/29/2013	Common Stock	1,000
Common Stock Option ⁽²⁾	\$ 1	05/26/2004		A		1		05/25/2005	05/26/2014	Common Stock	1,000
Common Stock Option ⁽²⁾	\$ 1.53	12/22/2004		A		1		10/25/2005	10/25/2014	Common Stock	3,000
Phantom Stock	⁽³⁾	04/05/2005		A		10,000		⁽⁴⁾	⁽⁴⁾	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HARDEN GREGORY M

X

Signatures

Catherine H.
Suttmeier, POA

05/03/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Option issued pursuant to the Oneida Ltd. 1998 Non-Employee Directors Stock Option Plan.

(2) Option issued pursuant to the Oneida Ltd. 2003 Non-Employee Directors Stock Option Plan.

(3) 1 for 1

(4) Each grant will vest at a rate of 20% on the date of grant, 30% on October 25, 2005 and October 25, 2006, respectively, and 20% on October 25, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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