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ONEIDA LTD  
Form S-8 POS  
July 28, 2004

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Registration No. 333-97491

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933  
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ONEIDA LTD.

(Exact name of issuer as specified in its charter)

NEW YORK  
(State of Incorporation)

15-0405700  
(I.R.S. Employer Identification No)

163-181 Kenwood Avenue  
Oneida, New York 13421  
(Address of Principal Executive Office)

ONEIDA LTD. EMPLOYEE STOCK PURCHASE PLAN  
(Full title of plan)

Catherine H. Suttmeier, Esq.  
Corporate Vice President, Secretary & General Counsel  
Oneida Ltd.  
163-181 Kenwood Avenue  
Oneida, New York 13421  
(315) 361-3000  
(Name, address and telephone of agent for service)

DEREGISTRATION OF SECURITIES

On August 1, 2002, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-97491) (the "Registration Statement") registering 500,000 shares of the Registrant's Common Stock, \$1.00 par value (the "Shares"), to be issued to participants under the Registrant's Employee Stock Purchase Plan (the "Plan"). Effective June 30, 2004 the Plan was terminated, and, as a result of the termination of the Plan, all offerings of Common Stock pursuant to the Registration Statement have terminated. As of the date of termination of the Plan, 155,302 shares of Common Stock remained unsold under the Plan. The

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Registrant is filing this Post-Effective Amendment to remove, and hereby does remove, from registration all of the Common Stock registered on the Registration Statement that remains unsold as of the date of termination of the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable ground to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-97491 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oneida, and the State of New York, on this 28 day of July, 2004.

ONEIDA LTD.

By: /s/ PETER J. KALLET

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Peter J. Kallet  
Chairman of the Board, President  
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement No. 333-97491 on Form S-8 has been signed below by the following persons in the capacities and on the 28th day of July, 2004.

Signature -----	Title -----	Date -----
Principal Executive Officer  /s/ PETER J. KALLET ----- Peter J. Kallet	Chairman of the Board, President and Chief Executive Officer	July 28, 2004
Principal Financial Officer  /s/ GREGG R. DENNY ----- Gregg R. Denny	Chief Financial Officer	July 28, 2004
Principal Accounting Officer  /s/ PAUL M. ROONEY -----	Corporate Controller	July 28, 2004

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Paul M. Rooney

The Board of Directors

/s/ WILLIAM F. ALLYN ----- William F. Allyn	Director	July 28, 2004
/s/ ALLAN H. CONSEUR ----- Allan H. Conseur	Director	July 28, 2004
/s/ GEORGIA S. DERRICO ----- Georgia S. Derrico	Director	July 28, 2004

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Signature -----	Title -----	Date -----
/s/ J. PETER FOBARE ----- J. Peter Fobare	Director	July 28, 2004
/s/ GREGORY M. HARDEN ----- Gregory M. Harden	Director	July 28, 2004
/s/ PETER J. KALLET ----- Peter J. Kallet	Director	July 28, 2004
/s/ PETER J. MARSHALL ----- Peter J. Marshall	Director	July 28, 2004
/s/ WHITNEY D. PIDOT ----- Whitney D. Pidot	Director	July 28, 2004
/s/ CATHERINE H. SUTTMEIER ----- Catherine H. Suttmeier	Director	July 28, 2004
/s/ WILLIAM M. TUCK ----- William M. Tuck	Director	July 28, 2004

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Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the Plan) have duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-97491 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oneida, New York on the 28th day of July, 2004.

Oneida Ltd. Employee Stock Purchase Plan

By: /s/ GREGG R. DENNY

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Gregg R. Denny  
Chief Financial Officer