

COVANTA HOLDING CORP

Form DEFA14A

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
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Covanta Holding Corporation

(Name of Registrant as Specified In Its Charter)

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Covanta Holding Corporation

Correction to Notice of 2006 Annual Meeting and Proxy Statement

The description under the heading Compensation of the Board on page 6 of the proxy statement contains an incorrect number in the second line. Effective as of the Annual Meeting, on an annual basis, at the annual meeting of stockholders at which directors are elected, each non-employee director will be awarded 4,500 shares of restricted stock, not 4,000 shares as shown on page 6 of the proxy statement.