

COVANTA HOLDING CORP
 Form 4
 July 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
 SZ INVESTMENTS LLC

2. Issuer Name and Ticker or Trading Symbol
 COVANTA HOLDING CORP
 [CVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/24/2014

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

TWO NORTH RIVERSIDE PLAZA, SUITE 600

(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
 X Form filed by More than One Reporting Person

CHICAGO, IL 60606

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/24/2014		S		687,045	D	\$ 20.4692 (1)
Common Stock	07/24/2014		S		127,955	D	\$ 20.4692 (1)
Common Stock	07/25/2014		S		788,205	D	\$ 20.4426 (3)
Common Stock	07/25/2014		S		146,795	D	\$ 2,066,750 (4)

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Stock						20,4426		
						<u>(3)</u>		
						\$		
Common Stock	07/28/2014		S	210,750	D	20.3676	10,921,682	D <u>(2)</u>
						<u>(5)</u>		
						\$		
Common Stock	07/28/2014		S	39,250	D	20.3676	2,027,500	D <u>(4)</u>
						<u>(5)</u>		

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
SZ INVESTMENTS LLC TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606		X			
EGI-Fund (05-07) Investors, L.L.C. 2 NORTH RIVERSIDE PLAZA, SUITE 600 CHICAGO, IL 60606		X			
CHAI TRUST CO LLC TWO NORTH RIVERSIDE PLAZA SUITE 600				Members of 10% Owner Group	

CHICAGO, IL 60606

Signatures

/s/ Philip G. Tinkler, Vice President of each of SZ Investments, L.L.C. and EGI-Fund (05-07) Investors, L.L.C., and Chief Financial Officer of Chai Trust Company, LLC

07/28/2014

__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) This price reflects the weighted average price for open-market sales of shares of Common Stock made by SZ Investments, L.L.C. ("SZI") and EGI-Fund (05-07) Investors, L.L.C. ("Fund 05-07") on July 24, 2014 within a \$1.00 range. The actual prices for these transactions range from \$20.24 to \$20.73, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares of Common Stock sold at each separate price.

(2) These shares of Common Stock are beneficially owned SZI. SZI is indirectly owned by various trusts established for the benefit of Samuel Zell and his family (the "Trusts"). The trustee of each of the Trusts is Chai Trust Company, LLC ("Chai Trust"), of which Samuel Zell is neither an officer nor a director, and thus he disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) This price reflects the weighted average price for open-market sales of shares of Common Stock made by SZI and Fund 05-07 on July 25, 2014 within a \$1.00 range. The actual prices for these transactions range from \$20.37 to \$20.525, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares of Common Stock sold at each separate price.

(4) These shares of Common Stock are beneficially owned by Fund 05-07. Chai Trust is the managing member of Fund 05-07.

(5) This price reflects the weighted average price for open-market sales of shares of Common Stock made by SZI and Fund 05-07 on July 28, 2014 within a \$1.00 range. The actual prices for these transactions range from \$20.26 to \$20.42, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares of Common Stock sold at each separate price.

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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