

# SECURITIES AND EXCHANGE COMMISSION

## FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2005-05-02** | Period of Report: **2005-03-31**  
SEC Accession No. **0001033427-05-000031**

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### FILER

#### IRIDIAN ASSET MANAGEMENT LLC/CT

CIK: **1033427** | IRS No.: **061439577** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **13F-HR** | Act: **34** | File No.: **028-06008** | Film No.: **05788651**

Mailing Address  
276 POST ROAD WEST  
WESTPORT CT 06880-4704

Business Address  
276 POST RD WEST  
WESTPORT CT 06880-4704  
2033417800

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2005

Check here if Amendment { } : Amendment Number:

This Amendment (check only one):

[ ] is a restatement. [ ] adds new holdings entries.

Report Type (Check only one.):

[ ] 13F Holdings Report

[ ] 13F Notice

[X] 13F Combination Report

Institutional Investment Manager Filing this Report:

Name: Iridian Asset Management LLC  
Address: 276 Post Road West, Westport, CT 06880-4704

13F File Number: 028-06008

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
028-01190	Frank Russell Company

The institutional investment manager filing this report and the person by whom it is signed hereby represents that the person signing this report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Lane S. Bucklan  
Title: General Counsel  
Phone: 203-341-9053

Signature, Place and date of Signing:

/s/ Lane S. Bucklan	Westport, CT	May 2, 2005
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[Signature]	[City, State]	[Date]

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

Report Summary:

Number of other included Managers: None  
Form 13F Information Table Entry Total: 103  
Form 13F Information Table Value Total: \$9,645,318,000

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE							VOTING AUTHORITY		
			VALUE (\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN	INVSTMT	OTHER MANAGERS	SOLE	SHARED	NONE		
AKZO NOBEL NV ADR	COM	010199305	94848	2062800	SH	SOLE				1612800		450000

ALLIED DOMECQ PLC-SPON ADR	COM	019121201	8455	207900	SH	SOLE	196000	11900
ALLSTATE CORP	COM	020002101	34550	639100	SH	SOLE	426300	212800
AMERICA MOVIL SA - ADR	COM	02364W105	22302	432200	SH	SOLE	390400	41800
AMERICAN INTERNATIONAL GROUP	COM	026874107	14573	263000	SH	SOLE	182500	80500
AMERICAN STANDARD	COM	029712106	223817	4815341	SH	SOLE	3180622	1634719
AMGEN INC	COM	031162100	34728	596600	SH	SOLE	402700	193900
ANDRX CORP	COM	034553107	157071	6928599	SH	SOLE	4373649	2554950
APPLERA CORP-APPLIED BIOSYSTEM	COM	038020103	129179	6544035	SH	SOLE	4282035	2262000
ASHLAND INC	COM	044204105	6278	93049	SH	SOLE	7149	85900
AUTOLIV INC	COM	052800109	225189	4725895	SH	SOLE	3110295	1615600
AUTONATION INC	COM	05329W102	79996	4223680	SH	SOLE	3015630	1208050
BALL CORP	COM	058498106	278078	6703913	SH	SOLE	4353185	2350728
BANK OF AMERICA CORP	COM	060505104	39699	900202	SH	SOLE	608556	291646
BARD (C.R.) INC	COM	067383109	11117	163300	SH	SOLE	12400	150900
BAXTER INTL INC	COM	071813109	107564	3165510	SH	SOLE	2079410	1086100
BIOGEN IDEC INC	COM	09062X103	239267	6933265	SH	SOLE	4604400	2328865
BLACK & DECKER CORP	COM	091797100	167935	2126030	SH	SOLE	1513930	612100
BOSTON SCIENTIFIC CORP	COM	101137107	277524	9475040	SH	SOLE	6302240	3172800
BURLINGTON RESOURCES INC	COM	122014103	27003	539300	SH	SOLE	364000	175300
CABLEVISION SYSTEMS-NY	COM	12686C109	109438	3901550	SH	SOLE	2869950	1031600
CAREMARK RX INC	COM	141705103	26821	674235	SH	SOLE	462435	211800
CELERA GENOMICS GROUP-APPLER	COM	038020202	76834	7495954	SH	SOLE	4613033	2882921
CELGENE CORP	COM	151020104	46612	1368938	SH	SOLE	756138	612800
CEPHALON INC	COM	156708109	90717	1937148	SH	SOLE	1285480	651668
CHEVRONTXACO CORPORATION	COM	166764100	30207	518038	SH	SOLE	352864	165174
CITIGROUP INC	COM	172967101	41618	926086	SH	SOLE	627237	298849
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	21244	616300	SH	SOLE	418600	197700
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	150513	4311467	SH	SOLE	2851167	1460300
CONSTELLATION ENERGY GROUP	COM	210371100	245056	4739958	SH	SOLE	3100348	1639610
CONTINENTAL AG-SPON ADR	COM	210771200	130752	1685190	SH	SOLE	1234190	451000
CROWN HOLDINGS INC.	COM	228368106	75743	4867820	SH	SOLE	3439720	1428100
DEAN FOODS CO	COM	242370104	268619	7831472	SH	SOLE	5051522	2779950
DEL MONTE FOODS COMPANY	COM	24522P103	56570	5213786	SH	SOLE	2084186	3129600
DEVON ENERGY CORP	COM	25179M103	213940	4480412	SH	SOLE	2933362	1547050
DOW CHEMICAL	COM	260543103	24297	487400	SH	SOLE	327400	160000
DUN & BRADSTREET NEW	COM	26483E100	121183	1972061	SH	SOLE	1404760	567301
EDWARDS LIFESCIENCES CORP	COM	28176E108	120429	2786410	SH	SOLE	1840460	945950
ENERGIZER HOLDINGS INC	COM	29266R108	68867	1151620	SH	SOLE	817720	333900
EOG RESOURCES INC	COM	26875P101	10050	206200	SH	SOLE	142100	64100
EQUIFAX INC	COM	294429105	116300	3789498	SH	SOLE	2702870	1086628
FIRST DATA CORP	COM	319963104	49367	1255837	SH	SOLE	867521	388316
FREDDIE MAC	COM	313400301	41655	659100	SH	SOLE	454300	204800
GENERAL DYNAMICS	COM	369550108	188253	1758550	SH	SOLE	1120750	637800
GENZYME CORP	COM	372917104	32993	576400	SH	SOLE	385800	190600
GTECH HOLDINGS	COM	400518106	178410	7582217	SH	SOLE	5050017	2532200
HARRAH'S ENTERTAINMENT	COM	413619107	132426	2050570	SH	SOLE	1461870	588700
HASBRO INC	COM	418056107	93290	4561855	SH	SOLE	2872505	1689350
HEALTHSOUTH CORP	COM	421924101	56899	10635290	SH	SOLE	7174690	3460600
HOME DEPOT INC	COM	437076102	21606	565000	SH	SOLE	383300	181700
IBM CORPORATION	COM	459200101	24243	265300	SH	SOLE	181800	83500
INTEL CORP	COM	458140100	23411	1007800	SH	SOLE	693400	314400
INTERMUNE INC	COM	45884X103	5781	525525	SH	SOLE	42625	482900
J.C. PENNEY CO INC	COM	708160106	45508	876500	SH	SOLE	593300	283200
JPMORGAN CHASE & CO	COM	46625H100	24744	715150	SH	SOLE	496850	218300
KB HOME	COM	48666K109	97391	829145	SH	SOLE	588495	240650
KIMBERLY-CLARK CORP	COM	494368103	131661	2003051	SH	SOLE	1270451	732600
KNIGHT TRADING GROUP INC-A	COM	499063105	82869	8596400	SH	SOLE	5662700	2933700
L-3 COMMUNICATION HLDGS	COM	502424104	36661	516200	SH	SOLE	40100	476100
LENNAR CORP CL A	COM	526057104	24565	433400	SH	SOLE	231800	201600
LIBERTY MEDIA CORP	COM	530718105	47758	4605400	SH	SOLE	3186900	1418500
LUBRIZOL CORP	COM	549271104	63219	1555594	SH	SOLE	1064294	491300
MANOR CARE INC	COM	564055101	212431	5842430	SH	SOLE	3586430	2256000
MBNA CORP	COM	55262L100	18194	741093	SH	SOLE	507193	233900
MCDONALDS CORP	COM	580135101	39274	1261200	SH	SOLE	860500	400700
MEDIMMUNE INC	COM	584699102	147568	6197741	SH	SOLE	4025891	2171850
MERRILL LYNCH	COM	590188108	28192	498100	SH	SOLE	330700	167400
MONSANTO CO	COM	61166W101	266533	4132300	SH	SOLE	2773500	1358800
NALCO HOLDING CO	COM	62985Q101	82954	4405400	SH	SOLE	2871125	1534275
NII HOLDINGS INC CL B	COM	62913F201	93443	1625088	SH	SOLE	960688	664400
NOVEN PHARMACEUTICALS INC	COM	670009109	6288	370760	SH	SOLE	37060	333700
OWENS-ILLINOIS INC	COM	690768403	74255	2953650	SH	SOLE	2109950	843700
PACKAGING CORP OF AMERICA	COM	695156109	156146	6428421	SH	SOLE	3821664	2606757
PACTIV CORP	COM	695257105	122810	5259531	SH	SOLE	3468231	1791300
PENTAIR INC	COM	709631105	137681	3530280	SH	SOLE	2338470	1191810
PHELPS DODGE CORP	COM	717265102	77863	765390	SH	SOLE	544340	221050
PMI GROUP INC (THE)	COM	69344M101	102426	2694710	SH	SOLE	1927710	767000
PRAXAIR INC	COM	74005P104	27931	583600	SH	SOLE	390200	193400
PRECISION CASTPARTS CORP	COM	740189105	97197	1262140	SH	SOLE	899040	363100
PULTE HOMES INC	COM	745867101	18776	255000	SH	SOLE	176400	78600
RYLAND GROUP INC.	COM	783764103	71017	1145060	SH	SOLE	817160	327900
SHIRE PHARMACEUTICAL-ADR	COM	82481R106	264680	7721124	SH	SOLE	5054414	2666710
SPRINT CORPORATION (FON GRP)	COM	852061100	167556	7365110	SH	SOLE	4703210	2661900
STANDARD-PACIFIC CORP	COM	85375C101	78123	1082185	SH	SOLE	772685	309500
STANLEY WORKS (THE)	COM	854616109	112189	2478230	SH	SOLE	1681930	796300
STORAGE TECH CORP	COM	862111200	258185	8382625	SH	SOLE	5302724	3079901

TEEKAY SHIPPING CORP	COM	Y8564W103	100281	2230940	SH	SOLE	1445840	785100
THOMSON-SPON ADR	COM	885118109	209538	7760650	SH	SOLE	5640550	2120100
TOTAL SA - SPON ADR	COM	89151E109	11700	99800	SH	SOLE	94200	5600
TYCO INTERNATIONAL LTD	COM	902124106	356241	10539662	SH	SOLE	6679712	3859950
U.S. BANCORP	COM	902973304	38766	1345100	SH	SOLE	891400	453700
UAP HOLDING CORP	COM	903441103	9182	570300	SH	SOLE	47000	523300
UNITED TECHNOLOGIES	COM	913017109	18319	180200	SH	SOLE	129700	50500
UNITEDHEALTH GROUP INC	COM	91324P102	31150	326585	SH	SOLE	232185	94400
US UNWIRED INC	COM	90338R104	99	23500	SH	SOLE	23500	
VALEANT PHARMACEUTICALS	COM	91911X104	219847	9762279	SH	SOLE	6074022	3688257
VIASYS HEALTHCARE INC	COM	92553Q209	55113	2888505	SH	SOLE	1896851	991654
VIVENDI UNIVERSAL-SP ADR	COM	92851S204	30162	985700	SH	SOLE	880400	105300
WELLPOINT INC	COM	94973V107	48799	389300	SH	SOLE	275500	113800
WEYERHAEUSER CO	COM	962166104	21043	307200	SH	SOLE	204800	102400
YUM! BRANDS INC	COM	988498101	200300	3866048	SH	SOLE	2642351	1223697
NEPTUNE ORIENT LINES LTD (SGD)		6628859	61	27500	SH	SOLE	27500	
NORBORD INC - TORONTO		65548P106	5315	522017	SH	SOLE	47117	474900

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