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Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF PRINCIPAL OFFICERS

(b.) On June 7, 2005, Peter J. Marshall ("Mr. Marshall") announced his resignation from his position as a Director of Oneida Ltd. (the "Company") effective as of the end of business June 9, 2005. Mr. Marshall cited personal reasons for his decision. Mr. Marshall, a member of the Company's Board of Directors (the "Board") since 2002, was also a member of the Board's Executive Committee and was Chair of the Board's Audit Committee. The information required by this Item is also incorporated by reference to a press release dated June 13, 2005, which is attached as Exhibit 99.1 to this Form.

ITEM 9.01. FINANCIAL STATEMENTS & EXHIBITS.

(c.) Exhibits

EXHIBIT 99.1 Press Release dated June 13, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ONEIDA LTD.

By: /s/ ANDREW G. CHURCH

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Andrew G. Church  
Senior Vice President &  
Chief Financial Officer

Dated: June 13, 2005