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EXIDE TECHNOLOGIES
Form SC 13D/A
March 17, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 7)

Exide Technologies

(Name of Issuer)

Common Stock
(Title of Class of Securities)
302051206

(CUSIP Number)

Sandell Asset Management Corp.
40 West 57th Street
26th Floor
New York, NY 10019
Attention : Michael Fischer, General Counsel
212-603-5700
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

March 15, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

SCHEDULE 13D

CUSIP No 302051206

1 NAME OF REPORTING PERSON
Castlerigg Master Investments Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) (b)

3 SEC USE ONLY

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4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		2,606,929
BY EACH	9	SOLE DISPOSITIVE POWER
REPORT-ING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		2,606,929
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,606,929
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		10.61%
14	TYPE OF REPORTING PERSON	
	CO	
1	NAME OF REPORTING PERSON	
	Sandell Asset Management Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	

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3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	British Virgin Islands
NUMBER OF	7 SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8 SHARED VOTING POWER
OWNED	2,606,929
BY EACH	9 SOLE DISPOSITIVE POWER
REPORT-ING	0
PERSON	10 SHARED DISPOSITIVE POWER
WITH	2,606,929
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,606,929
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	10.61%
14	TYPE OF REPORTING PERSON
	CO
1	NAME OF REPORTING PERSON
	Castlerigg International Limited

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY	

4	SOURCE OF FUNDS	
	AF	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	

NUMBER OF	7	SOLE VOTING POWER
		0

SHARES		

BENEFICIALLY	8	SHARED VOTING POWER
		2,606,929

OWNED		

BY EACH	9	SOLE DISPOSITIVE POWER
		0

REPORT-ING		

PERSON	10	SHARED DISPOSITIVE POWER
		2,606,929

WITH		

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,606,929	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	10.61%	

14	TYPE OF REPORTING PERSON	
	CO	

1	NAME OF REPORTING PERSON	
	Castlerigg International Holdings Limited	

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	British Virgin Islands
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER 0
8	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	SHARED VOTING POWER 2,606,929
9	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	SOLE DISPOSITIVE POWER 0
10	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	SHARED DISPOSITIVE POWER 2,606,929
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,606,929
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	10.61%
14	TYPE OF REPORTING PERSON	CO
1	NAME OF REPORTING PERSON	

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Thomas E. Sandell

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Sweden
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		2,606,929
BY EACH	9	SOLE DISPOSITIVE POWER
REPORT-ING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		2,606,929
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,606,929
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	10.1%
14	TYPE OF REPORTING PERSON	IN

This is Amendment No. 7 to the Schedule 13D filed jointly by Castlerigg Master Investments Ltd., a British Virgin Islands Company, Sandell Asset

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Management Corp., a British Virgin Islands Company ("SAMC"), Castlerigg International Limited, a British Virgin Islands Company, Castlerigg International Holdings Limited, a British Virgin Islands Company, and Thomas E. Sandell, a citizen of Sweden (together, the "Reporting Persons"), on November 8, 2004 and amended by Amendment No. 1 filed on November 12, 2004, Amendment No. 2 on January 13, 2005, Amendment No. 3 on February 15, 2005, Amendment No. 4 on February 24, 2005, Amendment No. 5 on February 25, 2005 and Amendment No. 6 on March 2, 2005 (the initial Schedule 13D and all amendments thereto being referred to herein as the "Schedule 13D"). The following item in the Schedule 13D is hereby amended to include these following information:

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATION

On March 15, 2005, Castlerigg Master Investments acquired \$3,000,000 of Exide's Floating Rate Convertible Senior Subordinated Notes due 2013 (the "Convertible Notes") convertible into an additional 172,711 shares of the common stock of Exide (the "Notes"). The funds used to purchase the Notes were obtained from (and, if additional shares of Exide's common stock or Convertible Notes are purchased in the future, it is expected that such funds will also be obtained from) a combination of the general working capital of the investment entities managed by the Reporting Persons and margin account borrowings made in the ordinary course of business.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a). The Reporting Persons as a group beneficially own 2,606,929 shares of Exide common stock. Such beneficial ownership is comprised of the ownership of 2,434,218 shares of Exide common stock and notes convertible into an additional 172,711 shares of Exide common stock. This comprises approximately 10.61% of the outstanding common stock of Exide. Without taking into account the conversion of the Convertible Notes, the Reporting Persons own approximately 9.97% of the outstanding Exide common stock.

(b). None of the Reporting Persons has sole power to vote or to direct the vote or sole power to dispose or to direct the disposition of the Shares.

Each of the Reporting Persons has shared power to vote and to direct the vote and shared power to dispose and to direct the disposition of 2,606,929 shares of Exide common stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following documents are filed as exhibits:

Appendix I: List of the transactions in Exide common stock that were effected by the Reporting Persons during the past sixty days ending November 8, 2004.*

Appendix II: Joint Filing Agreement.*

Appendix III: Instruction C Person Information.*

Appendix IV: Letter to the Executive Committee of the Board of Directors of Exide Technologies, dated November 10, 2004.**

Appendix V: Biographic information regarding Perry J. Lewis and Mark C. Demetree.***

Appendix VI: List of the transactions in Exide common stock that were effected by the Reporting Persons during the past sixty days ending

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February 15, 2005.****

Appendix VII: List of the transactions in Exide common stock that were effected by the Reporting Persons during the past sixty days ending February 23, 2005. *****

Appendix VIII: Letter to the Chairman of the Board of Directors of Exide Technologies, dated February 18, 2005. *****

Appendix IX: Letter to the Chairman of the Board of Directors of Exide Technologies, dated February 23, 2005. *****

Appendix X: Confidentiality Agreement executed February 23, 2005. *****

Appendix XI: Powers of Attorney

*Previously filed with the Schedule 13D filed on November 8, 2004.

**Previously filed with the 1st Amendment to the Schedule 13D filed on November 12, 2004.

***Previously filed with the 2nd Amendment to the Schedule 13D filed on January 13, 2005.

****Previously filed with the 3rd Amendment to the Schedule 13D filed on February 15, 2005.

*****Previously filed with the 4th Amendment to the Schedule 13D filed on February 24, 2005.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 17, 2005 CASTLERIGG MASTER INVESTMENTS LTD.

By: Sandell Asset Management Corp.
As Investment Manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell
Title: Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell

Thomas E. Sandell
Title: Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED

By: Sandell Asset Management Corp.
As Investment Manager

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By: /s/ Thomas E. Sandell

Thomas E. Sandell
Title: Chief Executive Officer

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED

By: Sandell Asset Management Corp.
As Investment Manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell
Title: Chief Executive Officer

/s/ Thomas E. Sandell

Thomas E. Sandell

APPENDIX XI

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Castlerigg Master Investments Ltd., whose signature appears below, constitutes and appoints each of James A. Cacioppo, Timothy O'Brien, Michael R. Fischer and Richard A. Gashler as its attorney-in-fact and agent for the undersigned solely for the purpose of executing reports required under Sections 13(d) and 16 of the Securities Exchange Act of 1934, as amended, and filing the same, with exhibits and appendices thereto, and other documents in connection therewith, with the Securities and Exchange Commission, thereby ratifying and confirming all that each said attorney-in-fact may do or cause to be done by virtue hereof.

Dated: March 17, 2005 CASTLERIGG MASTER INVESTMENTS LTD.

By: Sandell Asset Management Corp.
As Investment Manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Sandell Asset Management Corp., whose signature appears below, constitutes and appoints each of James A. Cacioppo, Timothy O'Brien, Michael R. Fischer and Richard A. Gashler as its attorney-in-fact and agent for the undersigned solely for the purpose of executing reports required under Sections 13(d) and 16 of the Securities Exchange Act of 1934, as amended, and filing the same, with exhibits and appendices thereto, and other documents in connection therewith, with the Securities and Exchange Commission, thereby ratifying and confirming all

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that each said attorney-in-fact may do or cause to be done by virtue hereof.

Dated: March 17, 2005

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell

Thomas E. Sandell

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Castlerigg International Limited, whose signature appears below, constitutes and appoints each of James A. Cacioppo, Timothy O'Brien, Michael R. Fischer and Richard A. Gashler as its attorney-in-fact and agent for the undersigned solely for the purpose of executing reports required under Sections 13(d) and 16 of the Securities Exchange Act of 1934, as amended, and filing the same, with exhibits and appendices thereto, and other documents in connection therewith, with the Securities and Exchange Commission, thereby ratifying and confirming all that each said attorney-in-fact may do or cause to be done by virtue hereof.

Dated: March 17, 2005

CASTLERIGG INTERNATIONAL LIMITED

By: Sandell Asset Management Corp.

As Investment Manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Castlerigg International Holdings Limited, whose signature appears below, constitutes and appoints each of James A. Cacioppo, Timothy O'Brien, Michael R. Fischer and Richard A. Gashler as its attorney-in-fact and agent for the undersigned solely for the purpose of executing reports required under Sections 13(d) and 16 of the Securities Exchange Act of 1934, as amended, and filing the same, with exhibits and appendices thereto, and other documents in connection therewith, with the Securities and Exchange Commission, thereby ratifying and confirming all that each said attorney-in-fact may do or cause to be done by virtue hereof.

Dated: March 17, 2005

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED

By: Sandell Asset Management Corp.

As Investment Manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell

Title: Chief Executive Officer

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS, that Thomas E. Sandell, whose signature appears below, constitutes and appoints each of James A. Cacioppo, Timothy O'Brien, Michael R. Fischer and Richard A. Gashler as his attorney-in-fact and agent for the undersigned solely for the purpose of executing reports required under Sections 13(d) and 16 of the Securities Exchange Act of 1934, as amended, and filing the same, with exhibits and appendices thereto, and other documents in connection therewith, with the Securities and Exchange Commission, thereby ratifying and confirming all that each said attorney-in-fact may do or cause to be done by virtue hereof.

Dated: March 17, 2005

/s/ Thomas E. Sandell

Thomas E. Sandell