

HOLMES MAX
Form 4
February 11, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PLAINFIELD SPECIAL SITUATIONS MASTER FUND LTD.

(Last) (First) (Middle)

C/O PLAINFIELD ASSET MANAGEMENT LLC, 55 RAILROAD AVENUE, THIRD FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RIVIERA HOLDINGS CORP [RIV]

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock, Par Value \$0.001	02/10/2009		P	A	\$ 519,770	1,874,783 ⁽¹⁾	D ⁽¹⁾
					3.15		

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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLAINFIELD SPECIAL SITUATIONS MASTER FUND LTD. C/O PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE, THIRD FLOOR GREENWICH, CT 06830		X		
PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE THIRD FLOOR GREENWICH, CT 06830		X		
HOLMES MAX C/O PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE, THIRD FLOOR GREENWICH, CT 06830		X		

Signatures

/s/Thomas X. Fritsch, Managing Director and General Counsel, on behalf of Plainfield Asset Management LLC	02/11/2009
_____ **Signature of Reporting Person	Date
/s/Thomas X. Fritsch, Authorized Individual, on behalf of Plainfield Special Situations Master Fund Limited	02/11/2009
_____ **Signature of Reporting Person	Date
/s/Thomas X. Fritsch, Attorney in Fact*, on behalf of Max Holmes	02/11/2009
_____ **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).

These shares are owned directly by Plainfield Special Situations Master Fund Limited (?Master Fund?) and indirectly by Plainfield Asset Management LLC (?Asset Management?) and Max Holmes. The Master Fund, a Cayman Islands exempt company, is a private investment vehicle formed for the purpose of investing and trading in a wide variety of securities and financial instruments. Asset Management, a Delaware limited liability company, is the manager of the Master Fund. Max Holmes, an individual, is the chief investment officer of Asset Management. Each of Asset Management and Max Holmes disclaims beneficial ownership of all such shares, except to the extent to which each holds a pecuniary interest therein.

Remarks:

*Duly authorized pursuant to Power of Attorney, dated February 1, 2007, by and on behalf of Max Holmes, appointing Thomas

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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