UNITED STATES SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

(Amendment No. 1)*

Tejon Ranch Co. (Name of Issuer)

Common Stock, par value \$0.50 per share (Title of Class of Securities)

> 879080109 (CUSIP Number)

December 31, 2004 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

[] Rule 13d-1(b)
[X] Rule 13d-1(c)
[] Rule 13d-1(d)

- -----

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 23 Pages

CUSIP No.	879080109	13G	Page	2 of	23	Pages
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO.					
	Smithfield Fiduciary LLC					
(2)	CHECK THE APPROPRIATE BOX	IF A MEMBER OF A GROUP	(a)	[X] []		
(3)	SEC USE ONLY					
(4)	CITIZENSHIP OR PLACE OF OR	GANIZATION				
	Cayman Islands, British We	st Indies				
NUMBER OF	(5) SOLE VOTING POWER					

SHARES		0			
BENEFICIALLY (6)		SHARED VOTING POWER 638,426 shares of Common Stock (See Item 4(a))			
OWNED BY					
EACH	(7)	SOLE DISPOSITIVE POWER			
0 REPORTING		<u> </u>			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 638,426 shares of Common Stock (See Item 4(a))			
<pre>(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 638,426 shares of Common Stock (See Item 4(a))</pre>					
(- <i>)</i>		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES ** []			
()		OF CLASS REPRESENTED INT IN ROW (9)			
· · ·	TYPE OF 00	REPORTING PERSON **			

CUSIP No. 8790	080109	136	Page 3 of 23 Pages		
		F REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSON	S		
Hi	ighbri	dge International LLC			
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []					
(3) SE	EC USE				
(4) CI	TIZEN	SHIP OR PLACE OF ORGANIZATION			
Ca	ayman	Islands, British West Indies			
NUMBER OF	(5)	SOLE VOTING POWER 0			
BENEFICIALLY	(6)	SHARED VOTING POWER 638,426 shares of Common Stock (S	ee Item 4(a))		
OWNED BY					
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 638,426 shares of Common Stock (S			
С́ ВҮ 63	7 EACH 38,426	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON shares of Common Stock (See Item -	4(a))		
(10) CH	ЕСК В	OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **	[]		
BY		OF CLASS REPRESENTED NT IN ROW (9)			
	PE OF	REPORTING PERSON **			

CUSIP No. 87	79080109		13G	Page 4 of 23 Pages
(1)		F REPORTING PERSON IDENTIFICATION NO.		
	Highbri	dge Capital Corpor		
(2)	СНЕСК Т	HE APPROPRIATE BOX		GROUP ** (a) [X] (b) []
(3)	SEC USE	ONLY		
(4)	CITIZEN	SHIP OR PLACE OF O	 RGANIZATION	
	Cayman	Islands, British W	est Indies	
NUMBER OF	(5)	SOLE VOTING POWER 0		
BENEFICIALLY	Y (6)	SHARED VOTING POW 638,426 shares of		e Item 4(a))
OWNED BY				
EACH REPORTING	(7)	SOLE DISPOSITIVE 0	POWER	
PERSON WITH	(8)	SHARED DISPOSITIV 638,426 shares of	Common Stock (Se	e Item 4(a))
(9)	BY EACH 638,426	TE AMOUNT BENEFICI REPORTING PERSON shares of Common	ALLY OWNED Stock (See Item 4	.(a))
(10)	СНЕСК В	OX IF THE AGGREGAT (9) EXCLUDES CERTA	E AMOUNT	[]
(11)		OF CLASS REPRESEN NT IN ROW (9)		
(12)	TYPE OF BD	REPORTING PERSON		

CUSIP No. 8	7908	0109	13G	Page 5	of 23 Pages	
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
	Hig	hbri	dge Capital Management, LLC - 20-1901985			
(2)	CHE	ск т	HE APPROPRIATE BOX IF A MEMBER OF A GROUP		[X] []	
(3)	SEC	USE	ONLY			
(4)	CIT	IZEN	SHIP OR PLACE OF ORGANIZATION			
	Del	awar	e			
NUMBER OF		(5)	SOLE VOTING POWER			
SHARES						
BENEFICIALL	Y	(6)	SHARED VOTING POWER 638,426 shares of Common Stock (See Item 4	4(a))		
OWNED BY						
EACH REPORTING		(7)	SOLE DISPOSITIVE POWER 0			
		(0)	SHARED DISPOSITIVE POWER			
FERSON WITH		(8)	638,426 shares of Common Stock (See Item			
(9)	BY 638	EACH ,426	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON shares of Common Stock (See Item 4(a))			
(10)	CHE	ск в	OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **		[]	
(11)		AMOU	OF CLASS REPRESENTED NT IN ROW (9)			
(12)	TYP 00	E OF	REPORTING PERSON **			

CUSIP No. 87	79080109		Page 5 of 23 Pages				
(1)	(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS						
	Glenn [
(2)	<pre>(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **</pre>						
(3)							
(4)	CITIZEN	ISHIP OR PLACE OF ORGANIZATION					
	United	States					
NUMBER OF SHARES	(5)	SOLE VOTING POWER 0					
BENEFICIALLY	Y (6)	SHARED VOTING POWER 638,426 shares of Common Stock (See]	Item 4(a))				
OWNED BY							
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0					
PERSON WITH		SHARED DISPOSITIVE POWER 638,426 shares of Common Stock (See 1					
(9)	AGGREGA BY EACH 638,426	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON shares of Common Stock (See Item 4(a)))				
(10)	CHECK E IN ROW	30X IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **	[]				
(11)							
(12)	TYPE OF IN	REPORTING PERSON **					

CUSIP No. 8	79080	0109	13G		Page	7 of	23 Pages
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS						
	Henry Swieca						
(2)	CHEC	ск т	HE APPROPRIATE BOX IF A MEN	MBER OF A GROUP			
						[X] []	
(3)	SEC	USE	ONLY				
(4)	СІТІ	ZEN:	SHIP OR PLACE OF ORGANIZAT				
	Unit	ed :	States				
NUMBER OF	((5)	SOLE VOTING POWER				
SHARES	_		0				
BENEFICIALL	Y ((6)	SHARED VOTING POWER 638,426 shares of Common S	Stock (See Item -	4(a))		
OWNED BY	_						
EACH	((7)	SOLE DISPOSITIVE POWER Ω				
REPORTING	-		0				
PERSON WITH	((8)	SHARED DISPOSITIVE POWER 638,426 shares of Common S	Stock (See Item -	4(a))		
(9)	BY E	EACH	FE AMOUNT BENEFICIALLY OWN REPORTING PERSON shares of Common Stock (Se	ED			
(10)		 СК В(OX IF THE AGGREGATE AMOUNT				
	IN R	ROM	(9) EXCLUDES CERTAIN SHARES			[]	
(11)		AMOU	OF CLASS REPRESENTED NT IN ROW (9)				
(12)	TYPE IN	E OF	REPORTING PERSON **				

CUSIP No.	879080109	13G	Page	8 of	23	Pages
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. (

(-)	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS						
	D.B.	D.B. Zwirn Special Opportunities Fund, L.P.					
(2)	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []					
(3)	SEC U	USE ONLY					
(4)	CITIZ	ZENSHIP OR PLACE OF ORGANIZATION					
	Delaw	ware					
NUMBER OF	(5	5) SOLE VOTING POWER					
SHARES		0					
BENEFICIALL	Y (6	6) SHARED VOTING POWER 638,426 shares of Common Stock (See Item 4(a))					
OWNED BY							
EACH	(7	7) SOLE DISPOSITIVE POWER Θ					
REPORTING		5					
PERSON WITH	I (8	8) SHARED DISPOSITIVE POWER 638,426 shares of Common Stock (See Item 4(a))					
(9)	BY EA 638,4	EGATE AMOUNT BENEFICIALLY OWNED ACH REPORTING PERSON 426 shares of Common Stock (See Item 4(a))					
(10)	(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []						
(11)		ENT OF CLASS REPRESENTED MOUNT IN ROW (9) %					
(12)	TYPE PN	OF REPORTING PERSON **					

13G

Page 8 of 23 Pages

** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1)		OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS		
	D.B. Zv	wirn Special Opportunities Fund, Ltd.		
(2)	СНЕСК Т	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	** (a) (b)	
(3)	SEC USE	E ONLY		
(4)	CITIZEN	NSHIP OR PLACE OF ORGANIZATION		
	Cayman	Islands, British West Indies		
NUMBER OF	(5)	SOLE VOTING POWER 0		
BENEFICIALL	Y (6)	SHARED VOTING POWER 638,426 shares of Common Stock (See Item	4(a))	
OWNED BY				
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 638,426 shares of Common Stock (See Item	4(a))	
(9)	BY EACH	ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 6 shares of Common Stock (See Item 4(a))		
(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **		1
(11)		T OF CLASS REPRESENTED UNT IN ROW (9)	L	
 (12)		F REPORTING PERSON **		

CUSIP No. 879080109			13G	Page 10 of 23 Pages			
(1)	(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS						
	Delphi Financial Group, Inc.						
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []							
(3)	SEC	USE					
(4)	CIT	IZEN	SHIP OR PLACE OF ORGANIZATION				
	Del	awar					
NUMBER OF		(5)	SOLE VOTING POWER				
SHARES							
BENEFICIALL	Y	(6)	SHARED VOTING POWER 638,426 shares of Common Stock (Se	e Item 4(a))			
OWNED BY							
EACH REPORTING		(7)	SOLE DISPOSITIVE POWER 0				
PERSON WITH		()	SHARED DISPOSITIVE POWER 638,426 shares of Common Stock (Se				
(9)	ΒY	REGA EACH	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON shares of Common Stock (See Item 4				
(10)			OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **	[]			
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.90%							
(12)	TYP CO	E OF	REPORTING PERSON **				

CUSIP No. 8790	o. 879080109		13G	Page 11 of 23 Pages		
· · ·	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
D.	B. Zw	/irn & Co., L.P.				
(2) CF	IECK T		IF A MEMBER OF A GROU	(a) [X] (b) []		
(3) SE	EC USE					
(4) C1	TIZEN	ISHIP OR PLACE OF OR	GANIZATION			
De	elawar					
NUMBER OF SHARES	(5)	SOLE VOTING POWER 0				
BENEFICIALLY	(6)		R Common Stock (See Ite	m 4(a))		
OWNED BY						
EACH	(7)	SOLE DISPOSITIVE P 0	OWER			
REPORTING						
PERSON WITH	(8)		POWER Common Stock (See Ite	m 4(a))		
BY	EACH		tock (See Item 4(a))			
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []						
BY						
(12) TY PN		REPORTING PERSON *				

CUSIP No. 879	080109	130	3	Page 12	of 2	3 Pages
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS					
Z	Wirn H	oldings, LLC				
(2) C	неск т	HE APPROPRIATE BOX IF A	A MEMBER OF A GROUI	(a) (b)		
(3) S	EC USE	ONLY				
(4) C	ITIZEN	SHIP OR PLACE OF ORGANI	IZATION			
D	elawar					
NUMBER OF	(5)	SOLE VOTING POWER 0				
BENEFICIALLY	(6)	SHARED VOTING POWER 638,426 shares of Comm	non Stock (See Iter	n 4(a))		
OWNED BY						
EACH	(7) SOLE DISPOSITIVE POWER 0					
REPORTING						
PERSON WITH	(8)	638,426 shares of Comm				
Ъ	BY EACH	TE AMOUNT BENEFICIALLY REPORTING PERSON shares of Common Stock	OWNED < (See Item 4(a))			
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []						
В	(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.90%					
()	YPE OF	REPORTING PERSON **				

CUSIP No. 8	7908	30109		13G	Page	13	of	23	Pages
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS								
	DBZ	Z GP,	LLC						
(2)	СНЕ	ЕСК Т	HE APPROPRIATE BOX 1	LF A MEMBER OF A GROUP	(a		[X] []		
(3)	SEC	C USE							
(4)	CI	TIZEN	SHIP OR PLACE OF OR	GANIZATION					
	Del	lawar	e						
NUMBER OF		(5)	SOLE VOTING POWER						
SHARES			0						
BENEFICIALL	Y	(6)	SHARED VOTING POWER 638,426 shares of (R Common Stock (See Iter	n 4(a))			
OWNED BY									
EACH REPORTING		(7)	SOLE DISPOSITIVE PO 0	DWER					
		(0)							
PERSON WITH		(8)		Common Stock (See Iter					
<pre>(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 638,426 shares of Common Stock (See Item 4(a))</pre>									
<pre>(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []</pre>									
(11)	11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.90%								
(12)	(12) TYPE OF REPORTING PERSON ** 00								

CUSIP No. 879	080109	136	Page 1	14	of	23 I	Pages
()	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS						
D	aniel	B. Zwirn					
(2) C	НЕСК Т	HE APPROPRIATE BOX IF A MEMBER OF A GROU	(a)		[X]		
(3) S	EC USE						
(4) C	ITIZEN	SHIP OR PLACE OF ORGANIZATION					
U	nited	States					
NUMBER OF	(5)	SOLE VOTING POWER					
SHARES							
BENEFICIALLY	(6)	SHARED VOTING POWER 638,426 shares of Common Stock (See Iter	m 4(a))			
OWNED BY							
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0					
PERSON WITH	. ,	SHARED DISPOSITIVE POWER 638,426 shares of Common Stock (See Iter					
<pre>(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 638,426 shares of Common Stock (See Item 4(a))</pre>							
<pre>(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **</pre> []							
B	BY AMOUNT IN ROW (9) 3.90%						
(12) TYPE OF REPORTING PERSON ** IN							

Item 1. (a) Name of Issuer Tejon Ranch Co., a Delaware corporation (the "Company"). (b) Address of Issuer's Principal Executive Offices P.O. Box 1000 Lebec, California 93243 Item 2(a). Name of Person Filing Item 2(b). Address of Principal Business Office Item 2(c). Citizenship Smithfield Fiduciary LLC The Cayman Corporate Center Fourth Floor 27 Hospital Road Georgetown, Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies Highbridge International LLC The Cayman Corporate Center Fourth Floor 27 Hospital Road Georgetown, Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies Highbridge Capital Corporation The Cayman Corporate Center Fourth Floor 27 Hospital Road Georgetown, Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: Delaware Glenn Dubin c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: United States Henry Swieca c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: United States D.B. Zwirn Special Opportunities Fund, L.P. c/o D.B. Zwirn & Co., L.P. 745 Fifth Ave. 18th Floor

New York, New York 10151 Citizenship: Delaware

D.B. Zwirn Special Opportunities Fund, Ltd. c/o Goldman Sachs (Cayman) Trust, Limited P.O. Box 896 George Town Harbour Centre, 2nd Floor Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

Delphi Financial Group, Inc. c/o D.B. Zwirn & Co., L.P. 745 Fifth Ave. 18th Floor New York, New York 10151 Citizenship: Delaware

D.B. Zwirn & Co., L.P. 745 Fifth Ave. 18th Floor New York, New York 10151 Citizenship: Delaware

Zwirn Holdings, LLC c/o D.B. Zwirn & Co., L.P. 745 Fifth Ave. 18th Floor New York, New York 10151 Citizenship: Delaware

DBZ GP, LLC c/o D.B. Zwirn & Co., L.P. 745 Fifth Ave. 18th Floor New York, New York 10151 Citizenship: Delaware

Daniel B. Zwirn c/o D.B. Zwirn & Co., L.P. 745 Fifth Ave. 18th Floor New York, New York 10151 Citizenship: United States

Item 2(d) Title of Class of Securities

Common Stock, par value \$0.50 per share ("Common Stock")

Item 2(e) CUSIP Number

879080109

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780).

- (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in Section 3(a)(19) of the Act
 (15 U.S.C. 78c).
- (d) [] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) [] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- If this statement is filed pursuant to Rule 13d-1(c), check this box. [X]
- Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2004, each Reporting Person may be deemed the beneficial owner of (i) 515,038 shares of Common Stock owned by Smithfield Fiduciary LLC, (ii) 54,170 shares of Common Stock owned by D.B Zwirn Special Opportunities Fund, L.P., (iii) 61,816 shares of Common Stock owned by D.B. Zwirn Special Opportunities Fund, Ltd. and (iv) 7,402 shares of Common Stock owned by Delphi Financial Group, Inc.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC and Highbridge Capital Corporation. Glenn Dubin is a Managing Partner of Highbridge Capital Management, LLC. Henry Swieca is a Managing Partner of Highbridge Capital Management, LLC. Smithfield Fiduciary LLC is a wholly-owned subsidiary of Highbridge International LLC which is a wholly-owned subsidiary of Highbridge Capital Corporation, a broker/dealer.

D.B. Zwirn & Co., L.P. is the trading manager of each of D.B. Zwirn Special Opportunities Fund, Ltd., D.B. Zwirn Special Opportunities Fund, L.P. and Delphi Financial Group, Inc. and consequently has voting control and investment discretion over the securities held by each of D.B. Zwirn Special Opportunities Fund, Ltd., D.B. Zwirn Special Opportunities Fund, L.P. and Delphi Financial Group, Inc. Daniel B. Zwirn is the managing member of and thereby controls Zwirn Holdings, LLC, which in turn is the managing member of and thereby controls DBZ GP, LLC, which in turn is the general partner of and thereby controls D.B. Zwirn & Co., L.P.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(b) Percent of class:

3.90%

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote

0

- (ii) Shared power to vote or to direct the vote638,426 shares of Common Stock.
- (iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

638,426 shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 11, 2005

SMITHFIELD FIDUCIARY LLC	HIGHBRIDGE INTERNATIONAL LLC
By: /s/ Howard Feitelberg	By: /s/ Howard Feitelberg
Name: Howard Feitelberg	Name: Howard Feitelberg
Title: Director	Title: Director
HIGHBRIDGE CAPITAL CORPORATION	HIGHBRIDGE CAPITAL MANAGEMENT, LLC
By: /s/ Howard Feitelberg	By: /s/ Ronald S. Resnick
Name: Howard Feitelberg	Name: Ronald S. Resnick
Title: Controller	Title: Managing Partner
/s/ Glenn Dubin	/s/ Henry Swieca
GLENN DUBIN	HENRY SWIECA
D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,	D.B. ZWIRN SPECIAL OPPORTUNITIES
L.P.	FUND, Ltd.
By: D.B. Zwirn & Co., L.P.	By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,	By: DBZ GP, LLC,
its General Partner	its General Partner
By: Zwirn Holdings, LLC,	By: Zwirn Holdings, LLC,
its Managing Member	its Managing Member
By: /s/ Daniel B. Zwirn	By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn	Name: Daniel B. Zwirn
Title: Managing Member	Title: Managing Member
DELPHI FINANCIAL GROUP, INC. By: D.B. Zwirn & Co., L.P. By: DBZ GP, LLC, its General Partner By: Zwirn Holdings, LLC, its Managing Member	D.B. ZWIRN & CO., L.P. By: DBZ GP, LLC, its General Partner By: Zwirn Holdings, LLC, its Managing Member
By: /s/ Daniel B. Zwirn	By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn	Name: Daniel B. Zwirn
Title: Managing Member	Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn Name: Daniel B. Zwirn Title: Managing Member

/s/ Daniel B. Zwirn DANIEL B. ZWIRN DBZ GP, LLC By: Zwirn Holdings, LLC, its Managing Member

By: /s/ Daniel B. Zwirn Name: Daniel B. Zwirn Title: Managing Member HIGHBRIDGE INTERNATIONAL LLC

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G/A filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.50 par value, of Tejon Ranch Co., a Delaware corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of February 11, 2005

SMITHFIELD FIDUCIARY LLC

SHITH ILLD I IDOCIANT LLC	HIGHDRIDGE INTERNATIONAL LEG
By: /s/ Howard Feitelberg	By: /s/ Howard Feitelberg
Name: Howard Feitelberg	Name: Howard Feitelberg
Title: Director	Title: Director
HIGHBRIDGE CAPITAL CORPORATION	HIGHBRIDGE CAPITAL MANAGEMENT, LLC
By: /s/ Howard Feitelberg	By: /s/ Ronald S. Resnick
Name: Howard Feitelberg	Name: Ronald S. Resnick
Title: Controller	Title: Managing Partner
/s/ Glenn Dubin	/s/ Henry Swieca
Glenn Dubin	Henry Swieca
D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,	D.B. ZWIRN SPECIAL OPPORTUNITIES
L.P.	FUND, Ltd.
By: D.B. Zwirn & Co., L.P.	By: D.B. Zwirn & Co., L.P.
By: DBZ GP, LLC,	By: DBZ GP, LLC,
its General Partner	its General Partner
By: Zwirn Holdings, LLC,	By: Zwirn Holdings, LLC,
its Managing Member	its Managing Member
By: /s/ Daniel B. Zwirn	By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn	Name: Daniel B. Zwirn
Title: Managing Member	Title: Managing Member
DELPHI FINANCIAL GROUP, INC.	D.B. ZWIRN & CO., L.P.
By: D.B. Zwirn & Co., L.P.	By: DBZ GP, LLC,
By: DBZ GP, LLC,	its General Partner
its General Partner	By: Zwirn Holdings, LLC,
By: Zwirn Holdings, LLC,	its Managing Member
its Managing Member	By: /s/ Daniel B. Zwirn
By: /s/ Daniel B. Zwirn Name: Daniel B. Zwirn Title: Managing Member	Name: Daniel B. Zwirn Title: Managing Member

ZWIRN HOLDINGS, LL

By: /s/ Daniel B. Zwirn Name: Daniel B. Zwirn Title: Managing Member

/s/ Daniel B. Zwirn Daniel B. Zwirn DBZ GP, LLC By: Zwirn Holdings, LLC, its Managing Member

By: /s/ Daniel B. Zwirn Name: Daniel B. Zwirn Title: Managing Member