

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)

ENVIRODYNE INDUSTRIES, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

294037205

(CUSIP Number)

Joseph L. von Rosenberg III
Executive Vice President, General Counsel and Corporate Secretary
ZAPATA CORPORATION
1717 St. James Place, Suite 550
Houston, Texas 77056
(713) 940-6100

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

May 14, 1997

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

INTRODUCTORY NOTE.

This Amendment No. 7 to Schedule 13D is being filed on behalf of Zapata Corporation, a Delaware corporation ("Zapata"), to supplement certain information set forth in the Schedule 13D relating to securities of Envirodyne Industries, Inc. (the "Issuer") originally filed by Zapata on August 17, 1995, as amended by Amendments No. 1, 2, 3, 4, 5 and 6 to Schedule 13D filed on June 21, 1996, March 10, 1997, March 31, 1997, April 18, 1997, April 23, 1997 and April 29, 1997, respectively.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 to the Schedule 13D is hereby supplemented as follows:

On May 14, 1997, Zapata sent a letter to F. Edward Gustafson, Chairman, President and Chief Executive Officer of the Issuer, proposing a merger transaction by which Zapata would acquire the shares of Common Stock of the Issuer not owned by Zapata for consideration of \$8 per share, consisting of \$4 per share in cash and \$4 per share in common stock of Zapata, with the stock consideration to be based on an exchange ratio to be determined. The letter and the press release issued by Zapata announcing the proposal are filed as Exhibit 99.7 and Exhibit 99.8 hereto, respectively.

The merger would be conditioned on satisfactory refinancing of the Issuer's debt. Zapata would undertake to renegotiate and/or obtain commitments to refinance that debt prior to the mailing of the joint proxy statement/prospectus relating to the transaction. Zapata expects that meetings of the respective stockholders of the Issuer and Zapata to consider this transaction could be held as early as August 1997.

Zapata's proposal is subject to negotiation and execution of appropriate definitive agreements containing customary and mutually acceptable representations, warranties, terms and conditions. Because of the serious concerns Zapata would have if it, as holder of over 40% of the Issuer's Common Stock, did not have representation on the Issuer's board, Zapata's proposal is also conditioned on its slate of nominees being elected at the Issuer's annual meeting of stockholders scheduled for May 16, 1997. In accordance with Zapata's intention as expressed in Zapata's proxy material relating to the annual meeting, the merger agreement would have to be approved by a committee of the Issuer's board of directors consisting entirely of persons not representatives of, or otherwise affiliated with, Zapata. The board approval on behalf of the Issuer would also need to encompass redemption of the rights issued under the Issuer's stockholder rights plan. Zapata would expect the senior management of the Issuer to stay with the combined enterprise under mutually satisfactory employment arrangements.

In the press release announcing Zapata's proposal, Mr. Avram A. Glazer, President and Chief Executive Officer of Zapata, stated: "The Envirodyne Board has questioned our intentions and motives in seeking to nominate three directors at the upcoming annual meeting. To address any concerns about this, we decided late yesterday to make this \$8 per share merger proposal. We are willing to acquire the entire company for a handsome premium. If Envirodyne's Board is truly interested in advancing stockholders' interests, they should embrace our proposal and move quickly toward its successful completion."

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit Number -----	Document Description -----
99.7	Letter from Zapata Corporation to Envirodyne Industries, Inc. dated May 14, 1997
99.8	Zapata Corporation press release dated May 14, 1997

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 14, 1997.

ZAPATA CORPORATION

By: /S/ JOSEPH L. VON ROSENBERG III

Joseph L. von Rosenberg III
Executive Vice President, General Counsel
and Corporate Secretary

EXHIBIT INDEX

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[Zapata Letterhead]

May 14, 1997

VIA FACSIMILE (630-571-0959)

Mr. F. Edward Gustafson
Chairman of the Board, Chief Executive Officer and President
Envirodyne Industries, Inc.
701 Harger Road, Suite 190
Oak Brook, Illinois 60521

Dear Mr. Gustafson:

On several occasions, you have invited a proposal from Zapata Corporation to acquire Envirodyne Industries, Inc. In that connection, our Board has authorized me to propose a business combination between our companies and to express a desire that we work together to accomplish this transaction on an amicable basis.

Our proposal is for a negotiated merger transaction in which the stockholders of Envirodyne other than Zapata would receive as consideration for each of their Envirodyne shares \$8 per share, consisting of \$4 in cash and \$4 in Zapata common stock. The precise exchange ratio of Zapata stock to Envirodyne stock would be based on negotiations between us. The \$8 per share price represents a premium of approximately 32% over yesterday's closing price of Envirodyne common stock.

The merger would be conditioned on satisfactory refinancing of Envirodyne's debt. Zapata will undertake to renegotiate and/or obtain commitments to refinance that debt prior to the mailing of the joint proxy statement/prospectus to Envirodyne's stockholders. We expect that meetings of our respective stockholders to consider this transaction could be held as early as August 1997.

This proposal is subject to negotiation and execution of appropriate definitive agreements containing customary and mutually acceptable representations, warranties, terms and conditions. Because we would have serious concerns if Zapata, as holder of over 40% of Envirodyne's common stock, did not have representation on the board, our proposal is also conditioned on our slate of nominees being elected at Envirodyne's annual meeting later this week. Of course, as we stated in our proxy material, the merger agreement would have to be approved by a committee of Envirodyne's board of directors consisting entirely of persons not representatives of, or otherwise affiliated with, Zapata. The Envirodyne board approval would also need to encompass redemption of the rights issued under Envirodyne's stockholder rights plan. We would expect the senior management of Envirodyne to stay with the combined enterprise under mutually satisfactory employment arrangements.

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We are prepared to work with you and your representatives to discuss all aspects of our merger proposal and to answer any questions which you might have.

Sincerely,

/s/ AVRAM A. GLAZER

Avram A. Glazer

[Zapata Letterhead]

ZAPATA CORPORATION ANNOUNCES \$640 MILLION PROPOSAL
TO ACQUIRE ENVIRODYNE INDUSTRIES, INC.

Houston, Texas -- May 14, 1997 -- Zapata Corporation (NYSE: ZAP) announced today that it has proposed a transaction to acquire all of the common stock of Envirodyne Industries, Inc. (NASDAQ: EDYN) for \$8 per share, a 32% premium over Tuesday's closing price of \$6.0625. The proposed transaction would occur through a merger in which Envirodyne stockholders, other than Zapata, would receive \$4 per share in cash and \$4 per share in Zapata common stock, based on an exchange ratio to be determined. The total transaction values Envirodyne at approximately \$640 million in stock and debt.

Zapata currently owns approximately 40.4% of Envirodyne.

Zapata's merger proposal is subject to the negotiation and execution of a definitive merger agreement and satisfactory refinancing of Envirodyne's debt. It would require the approval of the respective stockholders of Envirodyne and Zapata. Because of the concerns Zapata would have if it did not have representation on Envirodyne's board, Zapata's proposal also is conditioned on its slate of nominees being elected at Envirodyne's annual meeting later this week. However, as Zapata has stated in its proxy material relating to that meeting, any agreement for a business combination transaction between Envirodyne and Zapata would be subject to approval by a committee of Envirodyne's board of directors consisting entirely of persons not representatives of, or otherwise affiliated with, Zapata. The Envirodyne board approval also would need to encompass redemption of rights issued under Envirodyne's stockholder rights plan.

Mr. Avram A. Glazer, President and Chief Executive Officer of Zapata, stated: "The Envirodyne Board has questioned our intentions and motives in seeking to nominate three directors at the upcoming annual meeting. To address any concerns about this, we decided late yesterday to make this \$8 per share merger proposal. We are willing to acquire the entire company for a handsome premium. If Envirodyne's Board is truly interested in advancing stockholders' interests, they should embrace our proposal and move quickly toward its successful completion."

Contacts: Joseph L. von Rosenberg, III, Executive Vice President
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