

HALLIBURTON CO
Form 424B3
January 24, 2005

Filed pursuant to Rule 424(b)(3)
Registration No. 333-110035

Prospectus Supplement
(To Prospectus Dated February 9, 2004)

\$1,200,000,000
HALLIBURTON COMPANY
3-1/8% CONVERTIBLE SENIOR NOTES DUE JULY 15, 2023
AND
COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This document supplements the prospectus dated February 9, 2004, relating to \$1,200,000,000 aggregate principal amount of our 3-1/8% Convertible Senior Notes due July 15, 2023 and the shares of common stock issuable upon conversion of the notes. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Securityholders" in the prospectus dated February 9, 2004 and in all prior prospectus supplements to that prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol "HAL." On January 21, 2005, the closing price for our common stock on the New York Stock Exchange was \$41.80 per share.

INVESTING IN THE NOTES AND THE COMMON STOCK ISSUABLE UPON THEIR CONVERSION INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 12 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED WHETHER THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is January 24, 2005.

SELLING SECURITYHOLDERS

We originally issued the notes in a private placement. The notes were resold by the initial purchasers to qualified institutional buyers within the meaning of Rule 144A under the Securities Act in transactions exempt from registration under the Securities Act. The notes that may be offered under the prospectus will be offered by the selling securityholders, which includes their transferees, pledgees or donees or their successors. The following table sets forth certain information concerning the principal amount at maturity of notes beneficially owned by each selling securityholder that may be offered from time to time pursuant to the prospectus, as supplemented.

The table below has been prepared based solely upon the information furnished to us by the selling securityholders named therein. Information concerning the selling securityholders may change from time to time and, if necessary, we will supplement the prospectus accordingly.

The selling securityholders listed below may offer and sell, transfer or otherwise dispose, from time to time, some or all of their notes. No offer or sale, transfer or other disposition under this prospectus may be made by a holder of the notes unless that holder is listed in the table below or until that holder has notified us and a supplement to this prospectus has been filed or an amendment to the related registration statement has become effective.

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However, a selling securityholder may offer and sell, transfer or otherwise dispose of some or all of its notes in transactions exempt from the registration requirements of the Securities Act without notifying us. As a result, the same restricted notes may be included in the table below as being held by more than one holder, and the total amount of the notes listed in the column titled "Principal Amount at Maturity of Notes Beneficially Owned That May be Sold" may represent an amount of notes in excess of the \$1,200,000,000 we issued. However, the total principal amount at maturity of notes that may be sold hereunder will not exceed the \$1,200,000,000 we issued. Further, we cannot give an estimate as to the amount of the notes that will be held by the selling securityholders upon the termination of this offering because the selling securityholders may offer some or all of their notes pursuant to the offering contemplated by the prospectus or otherwise in transactions exempt from the registration requirements of the Securities Act. See "Plan of Distribution."

NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer.....	\$ 9,000	*	239
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer.....	\$ 9,000	*	239
ADI Alternative Investments.....	\$ 2,500,000	*	66,395
ADI Alternative Investments.....	\$ 1,000,000	*	26,558
Advisory Convertible Arbitrage Fund (I) L.P.....	\$ 1,000,000	*	26,558
Aftra Health Fund.....	\$ 200,000	*	5,311
Akela Capital Master Fund, Ltd.....	\$ 10,000,000	*	265,583
Alcon Laboratories.....	\$ 465,000	*	12,349

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
Allentown City Firefighters Pension Plan....	\$ 14,000	*	371
Allentown City Officers & Employees Pension Fund.....	\$ 20,000	*	531
Allentown City Police Pension Plan.....	\$ 280,000	*	7,436
Allstate Insurance Company (3).....	\$ 2,000,000	*	53,116
Allstate Life Insurance Company (4).....	\$ 7,500,000	*	199,187
Amaranth L.L.C.....	\$ 22,000,000	1.83%	584,282
American AAdvantage Funds.....	\$ 210,000	*	5,577
American Booksellers.....	\$ 25,000	*	663
American Investors Life Insurance Co.....	\$ 300,000	*	7,967
Amerisures Mutual Insurance Company.....	\$ 550,000	*	14,607
AmerUs Life Insurance Co.....	\$ 1,000,000	*	26,558
Arapahoe County Colorado.....	\$ 58,000	*	1,540
Arbitex Master Fund, L.P.....	\$ 32,000,000	2.67%	849,865
Argent Classic Convertible Arbitrage			

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(Bermuda) Fund Ltd.....	\$ 11,300,000	*	300,108
Argent Classic Convertible Arbitrage Fund II, L.P.....	\$ 900,000	*	23,902
Argent Classic Convertible Arbitrage Fund LP.....	\$ 3,700,000	*	98,265
Argent LowLev Convertible Arbitrage Fund II, LLC.....	\$ 466,000	*	12,376
Argent LowLev Convertible Arbitrage Fund LLC.....	\$ 3,500,000	*	92,954
Argent LowLev Convertible Arbitrage Fund Ltd.....	\$ 15,300,000	1.28%	406,341
Arlington County Employees Retirement System.....	\$ 803,000	*	21,326
Astante Health Systems.....	\$ 121,000	*	3,213
Aventis Pension Master Trust.....	\$ 140,000	*	3,718
Banc of America Securities LLC.....	\$ 10,200,000	*	270,894
Bankers Life Insurance Company of New York..	\$ 100,000	*	2,655
BBT Fund, L.P.....	\$ 2,800,000	*	74,363
Bear, Stearns & Co. Inc.....	\$ 8,500,000	*	225,745
Black Diamond Offshore Convertible LDC.....	\$ 3,265,000	*	86,712
Black Diamond Offshore Ltd.....	\$ 1,823,000	*	48,415
Boilmaker -- Blacksmith Pension Trust.....	\$ 750,000	*	19,918
Bond High Income Fund.....	\$ 10,700,000	*	284,173

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
British Virgin Islands Social Security Board.....	\$ 105,000	*	2,788
CALAMOS Convertible Portfolio -- CALAMOS Investment Trust.....	\$ 6,300,000	*	167,317
California State Auto Association.....	\$ 120,000	*	3,187
California State Auto Association Inter-Insurance.....	\$ 735,000	*	19,520
California State Auto Association Retirement Pension Plan.....	\$ 125,000	*	3,319
CEMEX Pension Plan.....	\$ 70,000	*	1,859
CGNU Life Fund.....	\$ 1,600,000	*	42,493
Charitable Convertible Securities Fund.....	\$ 1,025,000	*	27,222
Charitable Income Fund.....	\$ 425,000	*	11,287
Cheyne Fund LP.....	\$ 13,963,000	1.16%	370,833
Cheyne Leveraged Fund LP.....	\$ 9,885,000	*	262,528
CIP Limited Duration Company.....	\$ 1,550,000	*	41,165
Citigroup Global Markets.....	\$ 1,973,000	*	52,399
City and County of San Francisco Retirement System.....	\$ 1,776,000	*	47,167
City of Knoxville Pension System.....	\$ 160,000	*	4,249
City of New Orleans.....	\$ 245,000	*	6,506
City of Shreveport Employees Retirement System.....	\$ 270,000	*	7,170
City of Southfield Fire & Police Retirement.....	\$ 210,000	*	5,577
City University of New York.....	\$ 181,000	*	4,807

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Class C Trading Company, Ltd.....	\$ 2,700,000	*	71,707
Cleveland News Public Local 473.....	\$ 20,000	*	531
Clinton Multistrategy Master Fund, Ltd.....	\$ 15,195,000	1.27%	403,553
Clinton Riverside Convertible Portfolio Limited.....	\$ 19,045,000	1.59%	505,802
CNH CA Master Account, L.P.....	\$ 3,000,000	*	79,674
CODA Capital Management, LLC.....	\$ 600,000	*	15,934
CODA KHPE Convertible Portfolio.....	\$ 400,000	*	10,623
Commercial Union Life Fund.....	\$ 2,000,000	*	53,116
Commonwealth Professional Assurance Co.....	\$ 510,000	*	13,544
CompSource Oklahoma.....	\$ 885,000	*	23,504

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
Concentrated Alpha Partners, L.P.....	\$ 700,000	*	18,590
Convertible Securities Fund.....	\$ 75,000	*	1,991
Corporate High Yield Fund, Inc.....	\$ 2,100,000	*	55,772
Corporate High Yield III Fund, Inc.....	\$ 2,300,000	*	61,084
Corporate High Yield V Fund, Inc.....	\$ 3,800,000	*	100,921
Corporate High Yield VI Fund, Inc.....	\$ 3,800,000	*	100,921
CQS Convertible & Quantitative Strategies Master Fund Limited.....	\$ 9,000,000	*	239,024
Credit Lyonnais Securities (USA) Inc.	\$ 5,000,000	*	132,791
Credit Suisse First Boston Europe Limited...	\$ 35,200,000	2.93%	934,852
Credit Suisse First Boston LLC.....	\$ 3,884,000	*	103,152
Custom Investments PCC, Ltd.....	\$ 200,000	*	5,311
Davidson Kempner Institutional Partners.....	\$ 3,825,000	*	101,585
Davidson Kempner International Limited.....	\$ 4,171,000	*	110,774
Davidson Kempner Partners.....	\$ 2,004,000	*	53,222
DBAG London.....	\$ 25,000,000	2.08%	663,957
DB Equity Opportunities Master Portfolio Ltd.....	\$ 7,000,000	*	185,908
Deam Convertible Arbitrage.....	\$ 3,000,000	*	79,674
Debt Strategies Fund, Inc.....	\$ 7,500,000	*	199,187
Delaware Public Employees Retirement System.....	\$ 1,862,000	*	49,451
Delta Airlines Master Trust.....	\$ 750,000	*	19,918
Delta Pilots Disability and Survivorship Trust.....	\$ 225,000	*	5,975
Deutsche Bank Securities Inc.....	\$ 2,650,000	*	70,379
Dexia World Convertible.....	\$ 116,000	*	3,080
DKR SoundShore Strategic Holding Fund Ltd...	\$ 2,500,000	*	66,395
Dodeca Fund, L.P.....	\$ 1,050,000	*	27,886
Dorinco Reinsurance Company.....	\$ 420,000	*	11,154
Double Black Diamond Offshore LDC.....	\$ 9,562,000	*	253,950
DPFM A/C Centennier Ltd.....	\$ 10,000,000	*	265,583
EB Convertible Securities Fund.....	\$ 1,565,000	*	41,563
FrontPoint Convertible Arbitrage Fund, L.P..	\$ 4,000,000	*	106,233
Gaia Offshore Master Fund Ltd.....	\$ 7,700,000	*	204,498

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
Gartmore Convertible Fund.....	\$ 250,000	*	6,639
GenCorp Foundation.....	\$ 75,000	*	1,991
Georgia Municipal.....	\$ 837,000	*	22,229
Georgia Municipal Employees Retirement Trust Foundation.....	\$ 840,000	*	22,308
GLG Global Convertible Fund.....	\$ 8,000,000	*	212,466
GLG Global Convertible UCITS Fund.....	\$ 3,000,000	*	79,674
GLG Market Neutral Fund.....	\$ 70,000,000	5.83%	1,859,081
Global Bermuda Limited Partnership.....	\$ 20,000,000	1.67%	531,166
Goldman, Sachs & Co. (5).....	\$ 13,500,000	1.13%	358,537
Grace Convertible Arbitrage Fund, Ltd.....	\$ 4,500,000	*	119,512
Grady Hospital Foundation.....	\$ 159,000	*	4,222
Guggenheim Portfolio Co. XV, LLC.....	\$ 550,000	*	14,607
Health Foundation of Greater Cincinnati.....	\$ 280,000	*	7,436
HFR CA Global Select Master Trust Account...	\$ 300,000	*	7,967
HFR CA Select Fund.....	\$ 1,500,000	*	39,837
HighBridge International LLC (6).....	\$ 38,500,000	3.21%	1,022,494
IL Annuity and Insurance Co.....	\$ 12,000,000	1.00%	318,699
Income Strategies Fund, Inc.....	\$ 7,500,000	*	199,187
Independence Blue Cross.....	\$ 502,000	*	13,332
Inflective Convertible Opportunity Fund I, L.P.....	\$ 50,000	*	1,327
Innovest Finanzdienstle.....	\$ 1,880,000	*	49,929
James Mellor Trust.....	\$ 50,000	*	1,327
JMG Capital Partners, LP.....	\$ 10,000,000	*	265,583
JMG Triton Offshore Fund Ltd.....	\$ 8,000,000	*	212,466
JP Morgan Securities Inc.....	\$ 4,128,000	*	109,632
KBC Convertible Arbitrage Fund.....	\$ 54,785,000	4.57%	1,454,996
KBC Convertible Mac28 Fund, Ltd.....	\$ 12,285,000	1.02%	326,268
KBC Convertible Opportunities Fund.....	\$ 29,550,000	2.46%	784,797
KBC Financial Products USA Inc.....	\$ 6,330,000	*	168,114
KBC MultiStrategy Arbitrage Fund.....	\$ 17,565,000	1.46%	466,496
Key Trust Convertible Securities Fund.....	\$ 315,000	*	8,365
Key Trust Fixed Income Fund.....	\$ 585,000	*	15,536

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
Knoxville Utilities Board Retirement System.....	\$ 75,000	*	1,991
Lakeshore International Limited.....	\$ 80,000,000	6.67%	2,124,664
Laurel Ridge Capital LP.....	\$ 20,000,000	1.67%	531,166
Lehman Brothers Inc.....	\$ 33,500,000	2.79%	889,703

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Lyxor Master Fund.....	\$ 2,600,000	*	69,051
Lyxor Master Fund.....	\$ 500,000	*	13,279
Lyxor/Gaia II Fund Ltd.....	\$ 2,400,000	*	63,739
Lyxor/Zola Fund Ltd.....	\$ 2,100,000	*	55,772
Macomb County Employees' Retirement System..	\$ 160,000	*	4,249
Mainstay Convertible Fund.....	\$ 2,875,000	*	76,355
Mainstay Strategic Value Convertible Fund...	\$ 155,000	*	4,116
Mainstay VP Convertible Fund.....	\$ 1,635,000	*	43,422
Managed Assets Trust.....	\$ 500,000	*	13,279
McMahan Securities Co. L.P.....	\$ 2,840,000	*	75,425
Meadow IAM Limited.....	\$ 1,760,000	*	46,742
Melody IAM, Ltd.....	\$ 1,815,000	*	48,203
Merrill Lynch Insurance Group.....	\$ 402,000	*	10,676
Merrill Lynch Pierce Fenner & Smith Inc....	\$ 15,000,000	1.25%	398,374
MFS Total Return Fund A Series of Series			
Trust V.....	\$ 3,000,000	*	79,674
ML Master US High Yield Trust, Inc.....	\$ 3,000,000	*	79,674
MLiF Global High Yield Fund.....	\$ 600,000	*	15,934
MLiF US High Yield Fund, Inc.....	\$ 2,000,000	*	53,116
MLQA Convertible Securities Arbitrage LTD...	\$ 5,000,000	*	132,791
Morgan Stanley Convertible Securities			
Trust.....	\$ 2,500,000	*	66,395
Municipal Employees.....	\$ 286,000	*	7,595
National Benefit Life Insurance Company			
(7).....	\$ 50,000	*	1,327
Nations Convertible Securities Fund.....	\$ 15,925,000	1.33%	422,940
New Orleans Firefighters Pension/ Relief			
Fund.....	\$ 163,000	*	4,329
New York Life Insurance Company (Ordinary			
Life Post 1982).....	\$ 4,730,000	*	125,620
New York Life Insurance Company (Ordinary			
Life Pre 1982).....	\$ 2,870,000	*	76,222
New York Life Separate Account #7.....	\$ 100,000	*	2,655

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
Nicholas Applegate Capital Management -- Investment Grade Convertible Mutual Fund.....	\$ 20,000	*	531
NMS Services (Cayman) Inc.....	\$ 20,000,000	1.67%	531,166
Nomura Securities Intl Inc. (8).....	\$ 40,000,000	3.33%	1,062,332
Norwich Union Life & Pensions.....	\$ 3,000,000	*	79,674
Occidental Petroleum Corporation.....	\$ 323,000	*	8,578
Ohio Bureau of Workers Compensation.....	\$ 217,000	*	5,763
Oppenheimer Convertible Securities Fund....	\$ 4,000,000	*	106,233
Pearl -- CS Alternative Strategy Limited....	\$ 958,000	*	25,443
Pendragon Convertible Fund Limited.....	\$ 4,361,000	*	115,820
Pendragon Guinevere Fund L.L.C.....	\$ 6,139,000	*	163,041
Plexus Fund Ltd.....	\$ 18,000,000	1.50%	478,049
Policeman and Firemen Retirement System			
of the City of Detroit.....	\$ 675,000	*	17,926
Polygon Global Opportunities Master Fund....	\$ 5,000,000	*	132,791

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Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union.....	\$ 350,000	*	9,295
Potlatch Corporation.....	\$ 940,000	*	24,964
Primerica Life Insurance Company (9).....	\$ 492,000	*	13,066
Privilege Portfolio SICAV.....	\$ 5,900,000	*	156,693
Pro-mutual.....	\$ 902,000	*	23,955
PRS Convertible Arbitrage Master Fund.....	\$ 3,250,000	*	86,314
Pyramid Equity Strategies Fund.....	\$ 1,500,000	*	39,837
Quattro Fund Limited.....	\$ 9,350,000	*	248,320
Quattro Multi Strategy MasterFund LP.....	\$ 1,650,000	*	43,821
Radian Asset Assurance, Inc.....	\$ 2,000,000	*	53,116
Radian Group Convertible Securities.....	\$ 1,200,000	*	31,869
Radian Guaranty.....	\$ 4,300,000	*	114,200

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
Ramius Capital Group.....	\$ 1,000,000	*	26,558
Ramius Master Fund, LTD.....	\$ 4,950,000	*	131,463
Ramius Partners II, LP.....	\$ 250,000	*	6,639
Ramius, LP.....	\$ 100,000	*	2,655
RCG Baldwin, LP.....	\$ 500,000	*	13,279
RCG Latitude Master Fund, LTD.....	\$ 6,450,000	*	171,301
RCG Multi Strategy Master Fund, LTD.....	\$ 1,400,000	*	37,181
S.A.C. Capital Associates, LLC (10).....	\$ 20,000,000	1.67%	531,166
Sage Capital Management, LLC.....	\$ 100,000	*	2,655
San Diego County Employee Retirement Associates.....	\$ 1,650,000	*	43,821
SCI Endowment Care Common Trust Fund -- First Union.....	\$ 20,000	*	531
SCI Endowment Care Common Trust Fund -- National Fiduciary Services.....	\$ 100,000	*	2,655
SCI Endowment Care Common Trust Fund -- Suntrust.....	\$ 45,000	*	1,195
Siemens Convertible Global Markets.....	\$ 2,000,000	*	53,116
Silver Convertible Arbitrage Fund, LDC.....	\$ 1,700,000	*	45,149
Silverback Master, LTD.....	\$ 36,500,000	3.04%	969,377
South Dakota Retirement System (11).....	\$ 2,000,000	*	53,116
Special District of Oregon.....	\$ 15,000	*	398
Stamford Police Pension Fund.....	\$ 70,000	*	1,859
Standard Fire Insurance Company.....	\$ 944,000	*	25,071
State of Georgia.....	\$ 745,000	*	19,785
State of Maryland Retirement Agency.....	\$ 3,843,000	*	102,063
Sunrise Partners Limited Partnership (12)...	\$ 4,500,000	*	119,512
Sutton Brook Capital Portfolio LP.....	\$ 46,000,000	3.83%	1,221,681
Swiss Re Financial Products Corporation.....	\$ 10,000,000	*	265,583
The Animi Master Fund, Ltd.....	\$ 5,000,000	*	132,791
The California Wellness Foundation.....	\$ 220,000	*	5,842
The Cockrell Foundation.....	\$ 75,000	*	1,991
The Dow Chemical Company Employees'			

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Retirement Plan.....	\$ 1,400,000	*	37,181
The Fondren Foundation.....	\$ 80,000	*	2,124

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The Grable Foundation.....	\$ 97,000	*	2,576
The Premier Insurance Company of Massachusetts.....	\$ 204,000	*	5,417
The Travelers Indemnity Company.....	\$ 944,000	*	25,071
The Travelers Insurance Company Separate Account TLAC.....	\$ 98,000	*	2,602
The Travelers Life and Annuity Company (13).....	\$ 253,000	*	6,719
Thrivent Financial for Lutherans (14).....	\$ 5,250,000	*	139,431
Topanga XI.....	\$ 2,400,000	*	63,739
Travelers Casualty Insurance Company of America.....	\$ 816,000	*	21,671
Travelers Insurance Company - Life (15).....	\$ 3,467,000	*	92,077
Travelers Series Trust Convertible Bond Portfolio.....	\$ 1,000,000	*	26,558
Tredia Performance Fund, Ltd.....	\$ 200,000	*	5,311
Tribeca Investments LTD.....	\$ 5,000,000	*	132,791
Triborough Partners International Ltd.....	\$ 3,500,000	*	92,954
Triborough Partners LLC.....	\$ 1,500,000	*	39,837
Trustmark Insurance.....	\$ 409,000	*	10,862
Tufts Associated Health Plans.....	\$ 1,415,000	*	37,579
UBS AG F/B/O IPB Client.....	\$ 50,000,000	4.17%	1,327,915
UBS AG London Cut. Prop.....	\$ 40,000,000	3.33%	1,062,332
UBS O'Connor LLC f/b/o O'Connor Global Convertible Arbitrage Master Limited...	\$ 42,300,000	3.53%	1,123,416
UBS Securities LLC.....	\$ 10,000,000	*	265,583
UMASS Memorial Health Care.....	\$ 245,000	*	6,506
UMASS Memorial Investment Partnership.....	\$ 270,000	*	7,170
Union Carbide Retirement Account.....	\$ 650,000	*	17,262
United Food and Commercial Workers Local 1262 and Employers Pension Fund.....	\$ 330,000	*	8,764
United Healthcare Insurance Company.....	\$ 1,000,000	*	26,558
United Healthcare Insurance Company of CT - AARP.....	\$ 500,000	*	13,279
United Overseas Bank Convertible Bond (SGD).....	\$ 400,000	*	10,623

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NAME	PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARE COMMON STOCK T MAY BE SOLD (
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United Overseas Bank Convertible Bond (USD).....	\$	170,000	*	4,514
Univar USA Inc. Retirement Plan.....	\$	165,000	*	4,382
University of Massachusetts.....	\$	205,000	*	5,444
Value Line Convertible Fund, Inc.....	\$	400,000	*	10,623
Van Eck Worldwide Absolute Return Fund -- CODA.....	\$	90,000	*	2,390
Victory Convertible Securities Fund.....	\$	1,025,000	*	27,222
Wachovia Bank National Association.....	\$	26,000,000	2.17%	690,515
White River Securities L.L.C.....	\$	8,500,000	*	225,745
Wilmington Trust Company as Owner and Trustee for the Forrestal Funding Master Trust.....	\$	33,500,000	2.79%	889,703
Worldwide Transactions Ltd.....	\$	350,000	*	9,295
Xavex Convertible Arbitrage 10 Fund.....	\$	1,100,000	*	29,214
Xavex Convertible Arbitrage 2 Fund.....	\$	1,400,000	*	37,181
Xavex Convertible Arbitrage 5 Fund.....	\$	800,000	*	21,246
Xavex Convertible Arbitrage 8 Fund.....	\$	750,000	*	19,918
Zazove Convertible Arbitrage Fund, L.P.....	\$	6,000,000	*	159,349
Zazove Hedged Convertible Fund, L.P.....	\$	4,000,000	*	106,233
Zazove Income Fund, L.P.....	\$	2,350,000	*	62,412
Zola Management Fund.....	\$	400,000	*	10,623
Zola Partners, L.P.....	\$	1,500,000	*	39,837
Zurich Institutional Benchmark Management... Zurich Institutional Benchmark Master Fund LTD.....	\$	1,650,000	*	43,821
	\$	1,900,000	*	50,460

* Less than 1%.

(1) Assumes conversion of all of the holder's notes at a conversion rate of 26.5583 shares of common stock per \$1,000 principal amount of notes. This conversion rate is subject to adjustment, however, as described under "Description of the Notes--Conversion of Notes." As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.

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(2) Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act, using 442,465,295 shares of common stock outstanding as of December 31, 2004. In calculating this amount for each holder, we treated as outstanding the number of shares of our common stock issuable upon conversion of all of that holder's notes, but we did not assume conversion of any other holder's notes.

(3) Allstate Corporation is the parent company of Allstate Insurance Company. Allstate Insurance Company informed us that as of September 5, 2003 it also beneficially owns 148,700 shares of our common stock. In addition, Allstate New Jersey Insurance Company, an indirect subsidiary of Allstate Insurance Company, informed us that as of September 5, 2003 it beneficially owns 8,100 shares of our common stock. Allstate Retirement Plan and Agents Pension Plan are qualified ERISA plans maintained for the benefit of certain employees and agents of Allstate Insurance Company. Allstate Retirement Plan informed us that as of September 5, 2003 it beneficially owns 47,600 shares of our common stock, and Agents Pension Plan informed us that as of September 5, 2003 it

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beneficially owns 15,100 shares of our common stock. BNY Midwest Trust Company, as Trustee for such plans, holds title to all plan investments. Allstate has informed us that it disclaims any interest in securities held in such trusts, although the Investment Committee for such plans consists of Allstate Insurance Company officers.

- (4) Allstate Life Insurance Company informed us that as of September 5, 2003 it is a wholly owned subsidiary of Allstate Insurance Company. See also footnote (3) above.
- (5) Goldman, Sachs & Co. informed us that as of May 24, 2004 it also (i) beneficially owns 1,644,231 shares of our common stock, (ii) has outstanding options to purchase 15,186 shares of our common stock and (iii) has several variance swap positions.
- (6) HighBridge International LLC informed us that as of February 24, 2004 it also beneficially owns \$13,500,000 aggregate principal amount of our medium-term notes due through 2027.
- (7) National Benefit Life Insurance Company informed us that as of May 13, 2004 it also beneficially owns \$1,600,000 aggregate principal amount of our 5.5% senior notes due October 2010.
- (8) Nomura Securities Intl Inc. informed us that as of July 11, 2003 it also beneficially owns 551,868 shares of our common stock.
- (9) Primerica Life Insurance Company informed us that as of May 13, 2004 it also beneficially owns \$4,000,000 aggregate principal amount of our 5.5% senior notes due October 2010.
- (10) S.A.C. Capital Associates, LLC informed us that as of March 9, 2004 it also beneficially owns 310,940 shares of our common stock.

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- (11) South Dakota Retirement System informed us that as of August 14, 2003 it also beneficially owns 113,000 shares of our common stock.
- (12) Sunrise Partners Limited Partnership informed us that as of July 14, 2003 it also beneficially owns 78,300 shares of our common stock.
- (13) The Travelers Life and Annuity Company informed us that as of May 13, 2004 it also beneficially owns \$900,000 aggregate principal amount of our 5.5% senior notes due October 2010.
- (14) Thrivent Financial for Lutherans informed us that as of July 8, 2003 it also beneficially owns 3,650 shares of our common stock.
- (15) Travelers Insurance Company - Life informed us that as of May 13, 2004 it also beneficially owns (i) \$10,000,000 aggregate principal amount of our floating rate senior notes due October 2005, (ii) \$12,000,000 aggregate principal amount of our 5.5% senior notes due October 2010, (iii) \$10,000,000 aggregate principal amount of our floating rate senior notes due January 2007, (iv) \$2,100,000 aggregate principal amount of our medium-term notes due February 2007 and (v) \$5,000,000 aggregate principal amount of our medium-term notes due August 2006.

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