

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 and the Swiss Exchange under the symbol "HAL." On May 21, 2004, the closing price for our common stock on the New York Stock Exchange was \$28.46 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 May 24, 2004.

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. 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."

PRINCIPAL AMOUNT AT MATURITY OF NOTES PERCENTAGE OF NUMBER OF SHARES OF PERCENTAGE OF BENEFICIALLY OWNED NOTES COMMON STOCK THAT COMMON STOCK NAME THAT MAY BE SOLD OUTSTANDING MAY BE SOLD (1) OUTSTANDING (2) - ---- -
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-- 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 * 2

PRINCIPAL AMOUNT AT MATURITY OF NOTES PERCENTAGE OF NUMBER OF SHARES OF PERCENTAGE OF BENEFICIALLY OWNED NOTES COMMON STOCK THAT COMMON STOCK NAME THAT MAY BE SOLD OUTSTANDING MAY BE SOLD (1) OUTSTANDING (2) - ---- -
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-- 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 (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 * 3

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PRINCIPAL AMOUNT AT MATURITY OF
 NOTES PERCENTAGE OF NUMBER OF

SHARES OF PERCENTAGE OF
 BENEFICIALLY OWNED NOTES COMMON
 STOCK THAT COMMON STOCK NAME
 THAT MAY BE SOLD OUTSTANDING MAY
 BE SOLD (1) OUTSTANDING (2) - --

 ----- 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
 * 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 \$
 410,000 * 10,888 * Commercial
 Union Life Fund
 \$ 2,000,000 * 53,116 *
 Commonwealth Professional
 Assurance Co. .. \$ 510,000 *
 13,544 * CompSource Oklahoma

..... \$ 885,000
 * 23,504 * Concentrated Alpha
 Partners, L.P. \$
 700,000 * 18,590 * 4

PRINCIPAL AMOUNT AT MATURITY OF
 NOTES PERCENTAGE OF NUMBER OF
 SHARES OF PERCENTAGE OF
 BENEFICIALLY OWNED NOTES COMMON
 STOCK THAT COMMON STOCK NAME
 THAT MAY BE SOLD OUTSTANDING MAY
 BE SOLD (1) OUTSTANDING (2) - --

----- 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 * 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 * 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 * GenCorp
 Foundation
 \$ 75,000
 * 1,991 * Georgia Municipal
 \$
 837,000 * 22,229 * Georgia
 Municipal Employees Retirement
 Trust Foundation
 \$ 840,000 *
 22,308 * 5

PRINCIPAL AMOUNT AT MATURITY OF
 NOTES PERCENTAGE OF NUMBER OF
 SHARES OF PERCENTAGE OF
 BENEFICIALLY OWNED NOTES COMMON
 STOCK THAT COMMON STOCK NAME
 THAT MAY BE SOLD OUTSTANDING MAY
 BE SOLD (1) OUTSTANDING (2) - --

----- 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)
 \$ 1,722,000 *
 45,733 * 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 * 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 * 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 *
 Lyxor Master Fund
 \$
 2,600,000 * 69,051 * Lyxor
 Master Fund
 \$
 500,000 * 13,279 * 6

PRINCIPAL AMOUNT AT MATURITY OF
 NOTES PERCENTAGE OF NUMBER OF
 SHARES OF PERCENTAGE OF
 BENEFICIALLY OWNED NOTES COMMON
 STOCK THAT COMMON STOCK NAME
 THAT MAY BE SOLD OUTSTANDING MAY
 BE SOLD (1) OUTSTANDING (2) - --

----- 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 *
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 * 7

PRINCIPAL AMOUNT AT MATURITY OF
NOTES PERCENTAGE OF NUMBER OF
SHARES OF PERCENTAGE OF
BENEFICIALLY OWNED NOTES COMMON
STOCK THAT COMMON STOCK NAME
THAT MAY BE SOLD OUTSTANDING
MAY BE SOLD (1) OUTSTANDING (2)
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- - - - -

----- 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 . \$ 858,000 * 22,787 *
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 * 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 * 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 * 8

PRINCIPAL AMOUNT AT MATURITY OF
 NOTES PERCENTAGE OF NUMBER OF
 SHARES OF PERCENTAGE OF
 BENEFICIALLY OWNED NOTES COMMON
 STOCK THAT COMMON STOCK NAME
 THAT MAY BE SOLD OUTSTANDING
 MAY BE SOLD (1) OUTSTANDING (2)

 ----- 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
 * 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 California
 Wellness Foundation \$
 220,000 * 5,842 * The Cockrell
 Foundation \$
 75,000 * 1,991 * The Dow
 Chemical Company Employees'
 Retirement Plan
 \$
 1,400,000 * 37,181 * The
 Fondren Foundation
 \$ 80,000 *
 2,124 * The Grable Foundation
 \$ 97,000 *
 2,576 * 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 Insurance Company -
 Life (15) .. \$ 3,467,000 *
 92,077 * 9

PRINCIPAL AMOUNT AT MATURITY OF
 NOTES PERCENTAGE OF NUMBER OF
 SHARES OF PERCENTAGE OF
 BENEFICIALLY OWNED NOTES COMMON
 STOCK THAT COMMON STOCK NAME
 THAT MAY BE SOLD OUTSTANDING
 MAY BE SOLD (1) OUTSTANDING (2)
 - - - - -
 - - - - -

----- 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 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 * 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 * 10

PRINCIPAL AMOUNT AT
MATURITY OF NOTES
PERCENTAGE OF NUMBER OF
SHARES OF PERCENTAGE OF
BENEFICIALLY OWNED NOTES
COMMON STOCK THAT COMMON
STOCK NAME THAT MAY BE SOLD
OUTSTANDING MAY BE SOLD (1)
OUTSTANDING (2) - ----

----- 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 \$ 1,650,000 *

43,821 * Zurich
Institutional Benchmark
Master Fund LTD

.....
\$ 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. (2) Calculated
based on Rule 13d-3(d)(1)(i) of
the Exchange Act, using
440,141,081 shares of common
stock outstanding as of April
30, 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. 11

(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 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 February 6, 2004 it also beneficially owns 2,269,131 shares of our common stock and has outstanding options to purchase 14,090 shares of our common stock. (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. (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. 12

(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. 13