

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 October 13, 2004, the closing price for our common stock on the New York Stock Exchange was \$33.78 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 October 14, 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) - --
 -- -----

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
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 NOTES COMMON STOCK THAT COMMON STOCK
 NAME THAT MAY BE SOLD OUTSTANDING
 MAY BE SOLD (1) OUTSTANDING (2) - --
 -- -----

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

PRINCIPAL AMOUNT AT MATURITY OF
 NOTES PERCENTAGE OF NUMBER OF SHARES
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 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..... \$
 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 * 4

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

 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 * 5

PRINCIPAL AMOUNT AT MATURITY OF
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 NOTES COMMON STOCK THAT COMMON STOCK
 NAME THAT MAY BE SOLD OUTSTANDING
 MAY BE SOLD (1) OUTSTANDING (2) - --
 -- -----

 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 * 6

PRINCIPAL AMOUNT AT MATURITY OF
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 NOTES COMMON STOCK THAT COMMON STOCK
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 MAY BE SOLD (1) OUTSTANDING (2) - --

 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 * 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
 * 7

PRINCIPAL AMOUNT AT MATURITY OF
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 NOTES COMMON STOCK THAT COMMON STOCK
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 MAY BE SOLD (1) OUTSTANDING (2) - --
 -- -----

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 * 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 * 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) - ---- -----

----- 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' Retirement
 Plan..... \$
 1,400,000 * 37,181 * The Fondren
 Foundation..... \$
 80,000 * 2,124 * 9

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 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) - ----

----- 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 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 * 10

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

 ----- 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.....
 \$ 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 441,529,147 shares of common stock outstanding as of July 23, 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 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. 12

(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.