

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

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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 August 10, 2004, the closing price for our common stock on the New York Stock Exchange was \$29.83 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 August 11, 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  
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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

PRINCIPAL AMOUNT AT MATURITY OF  
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 MAY BE SOLD(1) OUTSTANDING(2) - ----  
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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

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 MAY BE SOLD(1) OUTSTANDING(2) - ----  
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 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 \* 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 \* Gartmore  
 Convertible Fund..... \$  
 250,000 \* 6,639 \* 5

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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 \* Knoxville Utilities Board  
 Retirement  
 System.....  
 \$ 75,000 \* 1,991 \* 6

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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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 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 \* 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 \* 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  
 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  
 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 Premier  
 Insurance Company of  
 Massachusetts.....  
 \$ 204,000 \* 5,417 \* 9

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 MAY BE SOLD OUTSTANDING MAY BE  
 SOLD(1) OUTSTANDING(2) - ---- ----  
 -----

----- 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 \* United  
 Overseas Bank Convertible Bond  
 (USD).....  
 \$ 170,000 \* 4,514 \* Univar USA Inc.  
 Retirement Plan..... \$ 165,000  
 \* 4,382 \* 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) - ---- -----  
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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.