

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 April 27, 2004, the closing price for our common stock on the New York Stock Exchange was \$31.67 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 April 28, 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 *	

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) - -----

 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 *

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 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 * Convertible
 Securities Fund..... \$
 75,000 * 1,991 * Corporate High
 Yield Fund, Inc. \$
 2,100,000 * 55,772 *

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) - -----

 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 * GLG Global
Convertible Fund..... \$
8,000,000 * 212,466 *

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 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 * Lyxor/Gaia II
Fund Ltd. \$
2,400,000 * 63,739 *

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/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 * 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 * 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.(7)..... \$
 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 *

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) - --

 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 * 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 * S.A.C. Capital
 Associates, LLC(8)..... \$
 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 *

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) - ---- -

----- 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(9).....
 \$ 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(10)... \$ 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 * Thrivent Financial
 for Lutherans(11)..... \$ 5,250,000
 * 139,431 * Topanga
 XI..... \$
 2,400,000 * 63,739 * 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 *

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) - ---- --

----- 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 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 * 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 *

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)

- - - - -
- - - - -
- - - - -
- 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 439,822,919 shares of common stock outstanding as of March 22, 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 February 6, 2004 it 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 beneficially owns \$13,500,000 aggregate principal amount of our medium-term notes due through 2027.

- (7) Nomura Securities Intl Inc. informed us that as of July 11, 2003 it also beneficially owns 551,868 shares of our common stock.
- (8) 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.
- (9) South Dakota Retirement System informed us that as of August 14, 2003 it also beneficially owns 113,000 shares of our common stock.
- (10) Sunrise Partners Limited Partnership informed us that as of July 14, 2003 it also beneficially owns 78,300 shares of our common stock.
- (11) Thrivent Financial for Lutherans informed us that as of July 8, 2003 it also beneficially owns 3,650 shares of our common stock.