## \$1,425,000,000

## **Schlumberger Limited**

1.500% Series A Convertible Debentures due June 1, 2023 2.125% Series B Convertible Debentures due June 1, 2023

and

## **Common Stock Issuable Upon Conversion of the Debentures**



This document supplements the prospectus of Schlumberger Limited dated November 4, 2003 relating to the 1.500% Series A Convertible Debentures due June 1, 2023, the 2.125% Series B Convertible Debentures due June 1, 2023 and the shares of common stock issuable upon conversion of the debentures. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Securityholders" in the prospectus dated November 4, 2003 and in all prior prospectus supplements to that prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol "SLB." On May 6, 2004, the closing sale price of our common stock as reported on the New York Stock Exchange was \$57.55 per share.

Investing in the debentures and our common stock involves risks. See "Risk Factors" beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 7, 2004.

## SELLING SECURITYHOLDERS

We originally issued the debentures in a private placement to Citigroup Global Markets Inc. and Goldman, Sachs & Co. The debentures were resold by the initial purchasers to qualified institutional buyers within the meaning of Rule 144A under the Securities Act and outside the United States in accordance with Regulation S under the Securities Act. The selling securityholders may from time to time offer and sell, pursuant to this prospectus supplement and the accompanying prospectus, any or all of the debentures listed below and our common stock issued upon conversion of the debentures. When we refer to "selling securityholders" in this prospectus supplement and the accompanying prospectus, we mean those persons listed in the table below, as well as pledges, donees, assignees, transferees, successors and others who later hold any of the selling securityholders' interests.

The following table sets forth certain information concerning the principal amount of debentures beneficially owned by each selling securityholder and the number of shares of common stock issuable upon conversion of the debentures that may be offered from time to time pursuant to this prospectus supplement and the accompanying prospectus. Unless set forth below, none of the selling securityholders has, or within the past three years has had, any material relationship with us or any of our predecessors or affiliates.

We have prepared the table below based on information furnished to us by the selling securityholders. However, a selling securityholder may already have or may in the future offer and sell, transfer or otherwise dispose of some or all of its debentures in transactions exempt from the registration requirements of the Securities Act without notifying us. As a result, the same debentures may be included in the table below as being held by more than one holder and, therefore, the principal amount of debentures listed below may exceed the amounts that we originally issued. In no event, however, will the total principal amount of Series A debentures and Series B debentures to be sold hereunder exceed \$975,000,000 and \$450,000,000, respectively. Further, we cannot give an estimate as to the amount of the debentures or common stock issuable upon conversion of the debentures 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 debentures or the underlying common stock pursuant to the offering contemplated by this prospectus supplement and the accompanying prospectus or otherwise in transactions exempt from the registration requirements of the Securities Act. Please read "Plan of Distribution" in the accompanying prospectus.

Information about the selling securityholders may change over time. Any changed information will be set forth in prospectus supplements from time to time, if required.

The number of shares of common stock shown in the table below assumes conversion of the full amount of debentures held by such holder at the initial conversion rate of 13.8255 shares per \$1,000 principal amount of Series A debentures and 12.5000 shares per \$1,000 principal amount of Series B debentures. These conversion rates are subject to certain adjustments. Accordingly, the number of shares of common stock issuable upon conversion of the debentures may increase or decrease from time to time. Under the terms of the indenture, fractional shares will not be issued upon conversion of the debentures. Cash will be paid instead of fractional shares, if any.

Name	Principal Amount of Series A Debentures Beneficially Owned That May Be Sold	Percentage of Series A Debentures Outstanding	Principal Amount of Series B Debentures Beneficially Owned That May Be Sold	Percentage of Series B Debentures Outstanding	Number of Shares of Common Stock Underlying the Debentures and Offered Hereby	Percentage of Common Stock Outstanding(1)
ABC Ltd.	110,000	*	0		1,520	*
Abe Edd. Acuity Master Fund, Ltd.	2,500,000	*	0		34,563	*
ADI Alternative Investments	2,300,000	_	35,400,000	7.9	442,500	*
AIG DKR Soundshore Strategic Holding Fund Ltd.	3,000,000	*	0	7.5	41,476	*
Alembic Limited	110,000	*	0		1,520	*
Allstate Insurance Company	110,000		2,500,000	*	31,250(2)	
	0	_				
Allstate Life Insurance Company	0	*	9,500,000	2.1	118,750(3)	
AM Investment D Fund (QP) LP	550,000	*	0	_	7,604	*
AM Investment E Fund Ltd.	3,150,000	*	0	—	43,550	*
American Century Equity Income	0	*	37,013,000	8.2	462,662	*
American Investors Life Insurance Company	200,000		0	—	2,765	*
AmerUS Life Insurance Company	1,500,000	*	2,000,000	*	45,738	*
Arbitex Master Fund, L.P.	38,500,000	3.9	0	_	532,281	*
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	10,200,000	1.0	12,400,000	2.8	296,020	*
Argent Classic Convertible Arbitrage Fund LP	5,200,000	*	7,100,000	1.6	160,642	*
Argent Classic Convertible Arbitrage Fund II, L.P.	2,300,000	*	1,200,000	*	46,798	*
Argent LowLev Convertible Arbitrage Fund LLC	4,595,000	*	0	—	63,528	*
Argent LowLev Convertible Arbitrage Fund II, LLC	705,000	*	359,000	*	14,233	*
Argent LowLev Convertible Arbitrage Fund Ltd.	29,900,000	3.1	14,500,000	3.2	594,632	*
Arlington County Employees' Retirement System	450,000	*	0	_	6,221	*
Arpeggio Fund	0	_	11,950,000	2.7	149,375	*
Ascend Offshore Fund, Ltd.	0		5,930,804	1.3	74,135	*
Ascend Partners Sapient LP	0	_	1,569,196	*	19,614	*
Asset Insurance Company Ltd.	470,000	*	0	_	6,497	*
Associated Electric & Gas Insurance Services Limited	1,500,000	*	Ő	_	20,738	*
Atticus Global Advisors, Ltd.	5,000,000	*	0		69,127	*
Attorney's Title Insurance Fund	165.000	*	0	_	2,281	*
Aviva Life Insurance Company	105,000		1,500,000	*	18,750	*
Banc of America Securities LLC	2,200,000	*	1,500,000		30,416	*
Banca Del Gottardo Lugano	2,200,000	*	0		3,456	*
Bankers Life Insurance Company of New York	100,000	*	0		1,382	*
			-	—		
Banque Generale du Luxembourg S.A.	15,000,000	1.5	0	*	20,738	+
Barclays Global Investors Diversified Alpha Plus Funds	0	*	298,000	4	3,725	+
Bay State Insurance Company Ltd.	170,000	*	0	_	2,350	4
BBT Fund, L.P.	8,000,000	*	0		110,604	*
Beamtenversicherungskasse Des Kantons Zurich	0		7,050,000	1.6	88,125	*
Bear Stearns International Limited (BSIL)	30,000,000	3.1	0	_	414,765	*
Bear, Stearns & Co. Inc.	21,250,000	2.2	5,000,000	1.1	356,291	*
Bernische Lehrerversicherungskasse	0	_	770,000	*	9,625	*
Black Diamond Convertible Offshore LDC	2,830,000	*	0	_	39,126	*
Black Diamond Offshore Ltd.	1,580,000	*	0	_	21,844	*
Boilermakers Blacksmith Pension Trust	1,110,000	*	0	_	15,346	*
BRED Banque Populaire	10,000,000	1.0	0	_	138,255	*
California State Auto Association ASNF	0	_	105,000	*	1,312	*
California State Auto Association Inter-Insurance	0	_	600,000	*	7,500	*
California State Auto Association Retirement Pension Plan	0		110,000	*	1,375	*

Name	Amount of Series A Debentures Beneficially Owned That May Be Sold	Percentage of Series A Debentures Outstanding	Principal Amount of Series B Debentures Beneficially Owned That May Be Sold	Percentage of Series B Debentures Outstanding	Number of Shares of Common Stock Underlying the Debentures and Offered Hereby	Percentage of Common Stock Outstanding(1)
Captive Investors Fund Ltd.	800,000	*	0		11,060	*
Car Reinsurance Ltd.	150,000	*	0		2,073	*
CCI Investment Company Ltd.	40,000	*	0	_	553	*
CDC Financial Products Inc.	3,000,000	*	0	—	41,476	*
Centennier Limited	7,500,000	*	2,500,000	*	134,941	*
Charitable Convertible Securities Fund	0	_	960,000	*	12,000	*
Charitable Income Fund	0	—	270,000	*	3,375	*
Chicago Standard Insurance Company Ltd.	30,000	*	0	*	414	*
CIBC World Markets	0	*	1,541,000		19,262	*
Citigroup Global Markets Inc.	3,000,000		5,000,000	1.1	103,976	*
Citigroup Global Markets Ltd.	10,000,000 3,400,000	1.0 *	0	*	138,255 68,256	*
Class C Trading Company Ltd.	5,400,000	÷	1,700,000 1,275,000	*	15,937	*
Clinton Multistrategy Master Fund, Ltd. Clinton Riverside Convertible Portfolio Limited	0		1,725,000	*	21,562	*
Childe Convertible Portfolio Elinited	0		1,000,000	*	12,502	*
Commonwealth Professional Assurance Co.	0		580,000	*	7,250	*
Concentrated Alpha Partners, L.P.	2,000,000	*	0		27,651	*
CQS Convertible & Quantatitive Strategies Master Fund	2,000,000		Ū		27,001	
Limited	0	_	15,000,000	3.3	187,500	*
Credit Industriel D'Alsace et de Lorraine	3,000,000	*	10,000,000		41,476	*
Credit Suisse First Boston Europe Limited	10,000,000	1.0	0	_	138,255	*
Credit Suisse First Boston LLC	2,000,000	*	0		27,651	*
CSV Limited	0		3,000,000	*	37,500	*
Davidson Kempner Institutional Partners	7,788,000	*	0		107,672	*
Davidson Kempner International Limited	9,633,000	*	0	_	133,181	*
Davidson Kempner Partners	4,223,500	*	0	—	58,391	*
DBAG London	5,000,000	*	0	—	69,127	*
Deephaven Domestic Convertible Trading Ltd.	8,874,000	*	7,772,000	1.7	219,837	*
Defined Benefit Plan of Zeneca AG Product Holdings, Inc.	130,000	*	0	—	1,797	*
Defined Benefit Plans of ICI American Holdings, Inc.	210,000	*	0	—	2,903	*
Delta Air Lines Master Trust	500,000	*	0	_	6,912	*
Delta Air Lines Master Trust—International	90,000	*	0	—	1,244	*
Deutsche Asset Management Investmentgesellschaft Funds	500.000		0		6.010	
TRT Deutsche Deutsche Leise	500,000	* 1.C	0		6,912	*
Deutsche Bank Securities Inc.	16,000,000	1.6	0	_	221,208 967	*
DL&C Insurance Company Ltd. Dodeca Fund I, L.P.	70,000 460,000	*	0	_	6,359	*
Double Black Diamond Offshore LDC	8,287,000	*	0		114,571	*
Duble Endowment	215,000	*	0		2,972	*
DWS Investment GmbH	10,000,000	1.0	0	_	138,255	*
EB Convertible Securities Fund	10,000,000	1.0	1,480,000	*	18,500	*
Excellus Health Plan. Inc.	3,750,000	*	1,400,000	_	51,845	*
F&C Global Convertible Bond SICAV	183,000	*	Ő	_	2,530(4)	*
Fidelity Financial Trust: Fidelity Convertible Securities Fund	12,000,000	1.2	0	_	165,906	*
Field Foundation of Illinois	0		80,000	*	1,000	*
Forest Fulcrum Fund Ltd.	0	_	765,000	*	9,562	*
Forest Global Convertible Fund, Ltd. Class A-5	0	_	2,738,000	*	34,225	*
Forest Multi-Strategy Master Fund SPC	0	—	1,005,000	*	12,562	*
Forrestal Funding Master Trust	12,500,000	1.3	0	—	172,818	*
Gaia Offshore Master Fund Ltd.	8,300,000	*	7,400,000	1.6	207,251	*
Gemini Sammelstiftung Zur Forderung Der Personalvorsorge	0	_	260,000	*	3,250	*
General Motors Employees Global Group Pension Trust	0	_	1,541,000	*	19,262	*
GenCorp Foundation	0	_	65,000	*	812	*
Geode U.S. Convertible Arbitrage Fund, a series of Geode	D 000 000		<u> </u>			
Investors, LLC	2,000,000	*	0		27,651	*
Georgia Municipal Retirement Trust Foundation	0	_	705,000	*	8,812	*
GLG Global Convertible Fund	0	_	6,400,000	1.4	80,000	*
GLG Global Convertible UCITS Fund	0	—	2,300,000		28,750	*
GLG Market Neutral Fund Global Bermuda Limited Partnership	0	 1 2	51,000,000	11.3	637,500	*
	12,000,000 7,780,000	1.2	0 24,378,000		165,906	*
Goldman, Sachs & Co. Hamburger Pensionskasse von 1905 VvaG	465,000	*	24,378,000	5.4	412,287(5) 6,428	4

Name	Principal Amount of Series A Debentures Beneficially Owned That May Be Sold	Percentage of Series A Debentures Outstanding	Principal Amount of Series B Debentures Beneficially Owned That May Be Sold	Percentage of Series B Debentures Outstanding	Number of Shares of Common Stock Underlying the Debentures and Offered Hereby	Percentage of Common Stock Outstanding(1)
HBK Master Fund L.P.	10,000,000	1.0	0		138,255	*
Health Foundation of Greater Cincinnati	0		260,000	*	3,250	*
HFR CA Global Select Master Trust Account	200,000	*	0	—	2,765	*
HFR CA Select Fund	0	_	800,000	*	10,000	*
Highbridge International	35,000,000	3.6	25,000,000	5.6	796,392	*
HSH Nordbank International S.A. Luxembourg	25,000,000	2.6	0	-	345,637	*
ICI Canada, Inc. Pension Trust Fund	130,000		0		1,797	*
IL Annuity and Insurance Company IMF Convertible Fund	10,500,000	1.1	8,000,000 1,200,000	1.8	245,167 15,000	*
Inflective Convertible Opportunity Fund I, L.P.	40,000	*	1,200,000		553	*
ING Convertible Fund	40,000	_	1,000,000	*	12,500	*
ING VP Convertible Portfolio	0	_	15,000	*	187	*
Invesco	0		15,600,000	3.5	195,000	*
Jefferies Umbrella Fund Global Convertible Bonds	0	_	1,680,000	*	21,000	*
Jefferies Umbrella Fund US Convertible Bonds	0	—	100,000	*	1,250	*
Jersey (IMA) Ltd.	2,000,000	*	500,000	*	33,901	*
JMG Capital Partners, LP	41,250,000	4.2	16,500,000	3.7	776,551	*
JMG Triton Offshore Fund, Ltd.	56,500,000	5.8	32,750,000	7.3	1,190,515	*
J.P. Morgan Securities Inc.	0		2,000,000	*	25,000	*
J.W. McConnell Family Foundation	730,000	*	0	*	10,092	*
KBC Financial Products USA Inc.	2 000 000	*	250,000 0	π.	3,125 27,651	*
KD Convertible Arbitrage Fund L.P. Kenwood Insurance Company Ltd.	2,000,000 350,000	*	0	_	4,838	*
Key Trust Convertible Securities Fund	0		300,000	*	3,750	*
Key Trust Fixed Income Fund	0		360,000	*	4,500	*
Key-Royal Reinsurance Company Ltd.	60,000	*	0	_	829	*
Lakeshore International Limited	48,000,000	4.9	0	—	663,624	*
Lehman Brothers Inc.	0	_	1,512,000	*	18,900	*
LibertyView Funds L.P.	4,000,000	*	11,500,000	2.6	199,052	*
LibertyView Global Volatility Fund L.P.	4,000,000	*	1,000,000	*	67,802	*
LLT Limited	0		255,000	*	3,187	*
LODH The Convertible Bond Fund	0	_	1,000,000	*	12,500	*
Lyxor/Forest Fund Ltd.	0	*	1,399,000	*	17,487	*
Lyxor Master Fund	4,800,000	*	2,600,000		98,862	*
Lyxor Zola Fund Limited Lyxor/AM Investment Fund Ltd.	1,000,000 850,000	*	0	_	13,825 11,751	*
Lyxor/Gaia II Fund Ltd.	1,700,000	*	2,300,000	*	52,253	*
M.H. Davidson & Co.	355,500	*	2,300,000		4,914	*
Man Convertible Bond Master Fund, Ltd.	0	_	8,820,000	2.0	110,250	*
Marathon Global Convertible Master Fund	0	_	15,000,000	3.3	187,500	*
McMahan Securities Co. L.P.	500,000	*	500,000	*	13,162	*
MedAmerica Insurance Company	1,750,000		0	_	24,194	*
Mellon HBV Master Multi-Strategy Fund LP	500,000	*	0	_	6,912	*
Mellon HBV Master Convertible Arbitrage Fund LP	1,050,000	*	0	_	14,516	*
Merrill Lynch International Limited	2,300,000	*	0		31,798	*
Merrill Lynch, Pierce, Fenner & Smith, Inc.	14,800,000	1.5	0	*	204,617	*
Microsoft Corporation—International	1,005,000	*	0	—	13,894	*
Mint Master Fund Ltd.	200,000	*	0	1.1	2,765	*
MLQA Convertible Securities Arbitrage Ltd.	0	*	5,000,000	1.1	62,500	*
MRM Performa International Convertible Bond Fund MVI Investment Fund Ltd.	640,000 530,000	*	0		8,848 7,327	*
Nabisco Inc. Defined Benefit Master Trust	4,095,000	*	0		56,615	*
NGSC Insurance Company Ltd.	20,000	*	0	_	276	*
NMS Services (Cayman) Inc.	9,500,000	*	10,000,000	2.2	256,342	*
Nomura Securities International Inc.	30,000,000	3.1	0	_	414,765	*
OCM International Convertible Trust	655,000	*	0		9,055	*
Oconnor Global Convertible Arbitrage Master Ltd.	38,500,000	3.9	5,000,000	1.1	594,781	*
Oppenheimer Convertible Securities Fund	0	_	5,000,000	1.1	62,500	*
Palo Verde Insurance Company Ltd.	240,000	*	0	_	3,318	*
Partner Reinsurance Company, Ltd.—International	125,000	*	0		1,728	*
Pensionkasse Der Antalis AG	0	_	100,000	*	1,250	*
Pensionkasse Der EMS-Chemie AG	0	_	120,000	*	1,500	*
Pensionkasse Der EMS-Dottikon AG Pensionkasse Der Lonza AG	0	_	180,000 230,000	*	2,250 2,875	*
Pensionkasse Der Lonza AG Pensionkasse Der Rockwell Automation AG	0	_	120,000	*	2,875	*
Pensionkasse Pluss-Staufer AG	0		120,000	*	1,500	*
Pensionkasse Vantico	0		170,000	JL.	2,125	

San Diego County Employee Retirement Association         Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Master Fund, LLC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       5         State Employees' Retirement Fund of the State of Delaware—       1,         International       2,         State of Florida Division of Treasury       4,         Stamford Police Pension Fund       5         SunAmerica Value Fund       5         Sunsise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		350,000 250,000 4,000,000 6,000,000 890,000 50,000 4,800,000 192,000 15,400,000 2,000,000 1,800,000	* * * 1.3 * 1.1 * 3.4 *	4,375 3,125 50,000 1,250 75,000 11,125 625 60,000 2,400 192,500 25,000	* * * * * * * * * *
Kantons Bern       Vantons orge Der PV Promea         Personalvorsorge Der PV Promea       Pioneer U.S. High Yield Corp. Bond Sub Fund         Pensionkasse Pluss-Staufer AG       Polygon Global Opportunities Master Fund         Polgon Global Opportunities Master Fund       Potach         Professional Liability Ins. Co. of America (aka AICA)       Quattro Fund Ltd.         Relay 11 Holdings Co.       Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.       S.A.C. Capital Associates, LLC         S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association       Satellite Asset Management, L.P.         Satellite Convertible Arbitrage Fund, LDC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Souther Barm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       Sphinx Convertible Arbitrage Fund         State Employees' Retirement Fund of the State of Delaware—       International         2,       State of Florida Division of Treasury       4,         Stamford Police Pension Fund       SunAmerica Value Fund         SunAmerica Value Fund       12,         Swiss ReFinancial Products Corporation       12,         Swiss ReFinancial Products Corporation       12, <t< th=""><th>0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0</th><th></th><th>250,000 4,000,000 6,000,000 50,000 4,800,000 192,000 15,400,000 2,000,000 2,000,000 1,800,000</th><th>* 1.1 * 3.4 *</th><th>3,125 50,000 1,250 75,000 11,125 625 60,000 2,400 192,500</th><th>* * * * * * * * *</th></t<>	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		250,000 4,000,000 6,000,000 50,000 4,800,000 192,000 15,400,000 2,000,000 2,000,000 1,800,000	* 1.1 * 3.4 *	3,125 50,000 1,250 75,000 11,125 625 60,000 2,400 192,500	* * * * * * * * *
Personalvorsorge Der PV Promea         Pioneer U.S. High Yield Corp. Bond Sub Fund         Pensionkasse Pluss-Staufer AG         Polygon Global Opportunities Master Fund         Poldach         Professional Liability Ins. Co. of America (aka AICA)         Quattro Fund Ltd.         Relay 11 Holdings Co.         Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.         S.A.C. Capital Associates, LLC         8 San Diego County Employee Retirement Association         Satellite Convertible Arbitrage Master Fund, LLC         Satellite Convertible Arbitrage Master Fund, LLC         South Dakota Retirement System         Sphinx Convertible Arbitrage Fund         Sphinx Convertible Arbitrage Fund         Sphinx Convertible Arbitrage Fund         State of Florida Division of Treasury         4, St. Thomas Trading, Ltd.         Stamford Police Pension Fund         SunAmerica Value Fund         Sunarrica Value Fund         SunAmerica Value Fund         Sunarrica Value Fund         Sunarrica Value Fund         Sunarrica Value Fund <t< td=""><td>0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0</td><td></td><td>250,000 4,000,000 6,000,000 50,000 4,800,000 192,000 15,400,000 2,000,000 2,000,000 1,800,000</td><td>* 1.1 * 3.4 *</td><td>3,125 50,000 1,250 75,000 11,125 625 60,000 2,400 192,500</td><td>* * * * * * *</td></t<>	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		250,000 4,000,000 6,000,000 50,000 4,800,000 192,000 15,400,000 2,000,000 2,000,000 1,800,000	* 1.1 * 3.4 *	3,125 50,000 1,250 75,000 11,125 625 60,000 2,400 192,500	* * * * * * *
Pioneer U.S. High Yield Corp. Bond Sub Fund         Pensionkasse Pluss-Staufer AG         Polygon Global Opportunities Master Fund         Potlach         Professional Liability Ins. Co. of America (aka AICA)         Quattro Fund Ltd.         Relay 11 Holdings Co.         Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.         S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association         Satellite Convertible Arbitrage Fund, LLC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Souther Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       5         State Employees' Retirement Fund of the State of Delaware—       International         Suntrational Division of Treasury       4,         Stamford Police Pension Fund       2,         SunAmerica Value Fund       12,         Sunsies Retinancial Products Corporation       12,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		4,000,000 100,000 8,000 50,000 4,800,000 192,000 15,400,000 2,000,000 1,800,000	* 1.1 * 3.4 *	50,000 1,250 75,000 11,125 625 60,000 2,400 192,500	* * * * * *
Pensionkasse Pluss-Staufer ÅG Polygon Global Opportunities Master Fund Potlach Professional Liability Ins. Co. of America (aka AICA) Quattro Fund Ltd. Relay 11 Holdings Co. Rhapsody Fund, L.P. Royal Bank of Canada (CI) Ltd. S.A.C. Capital Associates, LLC S.A.C. Capital Association State Fund, LLC S.A.C. Capital Association State State of Delaware— International SunAmerica Value Fund Sunise Partners Limited Partnership S.Wiss ReFinancial Products Corporation SunAmerica Isurance and Annuity Association of America S.Z. The Captive Fixed Income Fund Ltd. T, The Northwestern Mutual Life Insurance Company C.T. Capital Fund State S.S. S.S.C.S.S.C.S.C.S.S.C.S.S.C.S.S.C.S.S.C.S.S.C.S	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		$\begin{array}{c} 100,000\\ 6,000,000\\ 890,000\\ 50,000\\ 4,800,000\\ 192,000\\ 15,400,000\\ 2,000,000\\ 2,000,000\\ 1,800,000\\ \end{array}$	* 1.1 * 3.4 *	1,250 75,000 11,125 625 60,000 2,400 192,500	* * * * *
Polygon Global Opportunities Master Fund         Potlach         Professional Liability Ins. Co. of America (aka AICA)         Quattro Fund Ltd.         Relay 11 Holdings Co.         Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.         S.A.C. Capital Associates, LLC         S.A.C. Capital Associates, LLC         Satellite Convertible Arbitrage Master Fund, LLC         Satellite Convertible Arbitrage Master Fund, LLC         Silver Convertible Arbitrage Fund, LDC         Southen Farm Bureau Life Insurance         Sphinx Convertible Arbitrage Fund         Sphinx Convertible Arbitrage Fund         State Employees' Retirement Fund of the State of Delaware—         International         2,         State of Florida Division of Treasury         4,         SunAmerica Value Fund         SunAmerica Value Fund         Sunsise ReFinancial Products Corporation         12,         Swarse ReFinancial Products Corporation         12,         Teachers Insurance and Annuity Association of America         27,         The Captive Fixed Income Fund Ltd.         11,         The Northwestern Mutual Life Insurance Company         10,         Thrivent Financial for Lutherans<	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		6,000,000 890,000 4,800,000 192,000 15,400,000 2,000,000 2,000,000 1,800,000	* 1.1 * 3.4 *	75,000 11,125 625 60,000 2,400 192,500	* * * *
Porlach       Professional Liability Ins. Co. of America (aka AICA)         Professional Liability Ins. Co. of America (aka AICA)       Quattro Fund Ltd.         Relay 11 Holdings Co.       Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.       S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association       30,         Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Master Fund, LLC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       5         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       5         Stamford Police Pension Fund       5         SunAmerica Value Fund       12,         Swas ReFinancial Products Corporation       12,         Swaries Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans	0 0 0 000,000 0 000,000 000,000 000,000		890,000 50,000 4,800,000 192,000 15,400,000 2,000,000 1,800,000 1,800,000	3.4 *	11,125 625 60,000 2,400 192,500	* * * * *
Quattro Fund Ltd.       Relay 11 Holdings Co.         Relay 11 Holdings Co.       Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.       S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association       Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Fund, LDC       14,       Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,       Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       Sphinx Convertible Arbitrage SPC       State Employees' Retirement Fund of the State of Delaware—         International       2,       State of Florida Division of Treasury       4,         Stamford Police Pension Fund       SunAmerica Value Fund       SunAmerica Value Fund         Sunamerica Value Fund       12,       Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,       The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,       4,       Topanga XI       2,	0 0 0 000,000 0 000,000 000,000 000,000		50,000 4,800,000 192,000 15,400,000 2,000,000 2,000,000 1,800,000	3.4 *	625 60,000 2,400 192,500	*
Quattro Fund Ltd.       Relay 11 Holdings Co.         Relay 11 Holdings Co.       Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.       S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association       Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Fund, LDC       14,       Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,       Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       Sphinx Convertible Arbitrage SPC       State Employees' Retirement Fund of the State of Delaware—         International       2,       State of Florida Division of Treasury       4,         Stamford Police Pension Fund       SunAmerica Value Fund       SunAmerica Value Fund         Sunamerica Value Fund       12,       Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,       The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,       4,       Topanga XI       2,	0 0 0 000,000 0 000,000 000,000 000,000		4,800,000 192,000 15,400,000 2,000,000 2,000,000 1,800,000	3.4 *	60,000 2,400 192,500	*
Relay 11 Holdings Co.         Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.         S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association       30,         Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Master Fund, LLC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       2,         State Employees' Retirement Fund of the State of Delaware—       1         International       2,         State of Florida Division of Treasury       4,         Stamford Police Pension Fund       5         SunAmerica Value Fund       12,         Swas ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	0 000,000 000,000 000,000 000,000 000,000		$\begin{array}{r} 192,000 \\ 15,400,000 \\ 2,000,000 \\ 2,000,000 \\ 1,800,000 \end{array}$	*	2,400 192,500	*
Rhapsody Fund, L.P.         Royal Bank of Canada (CI) Ltd.         S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association       30,         Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Fund, LLC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage SPC       5         State Employees' Retirement Fund of the State of Delaware—       International         International       2,         State of Florida Division of Treasury       4,         SunAmerica Value Fund       SumAmerica Value Fund         Sunise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,	0 000,000 0 000,000 000,000 000,000		15,400,000 2,000,000 2,000,000 1,800,000	*	192,500	*
Royal Bank of Canada (CI) Ltd.       8,         S.A.C. Capital Associates, LLC       8,         San Diego County Employee Retirement Association       30,         Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Fund, LLC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       5         State Employees' Retirement Fund of the State of Delaware—       1,         International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       5         SunAmerica Value Fund       5         Sunamerica Value Fund       12,         Sunsies Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	000,000 0 000,000 000,000 000,000		2,000,000 2,000,000 1,800,000	*		
San Diego County Employee Retirement Association       30         Satellite Asset Management, L.P.       30,         Satellite Convertible Arbitrage Master Fund, LLC       14,         Silver Convertible Arbitrage Master Fund, LDC       4,         South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       5         State Employees' Retirement Fund of the State of Delaware—       1         International       2,         State of Florida Division of Treasury       4,         Stamford Police Pension Fund       5         SunAmerica Value Fund       5         Sunareica Value Fund       12,         Stamford Police Pension Fund       12,         Sunareica Value Fund       12,         Stamford Police Pension Fund       12,         SunAmerica Value Fund       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	0 000,000 000,000 000,000 000,000		1,800,000			*
Satellite Asset Management, L.P.     30,       Satellite Convertible Arbitrage Master Fund, LLC     14,       Silver Convertible Arbitrage Fund, LDC     4,       South Dakota Retirement System     5,       Southern Farm Bureau Life Insurance     1,       Sphinx Convertible Arbitrage SPC     5       State Employees' Retirement Fund of the State of Delaware—     1,       International     2,       State of Florida Division of Treasury     4,       St. Thomas Trading, Ltd.     3       Stamford Police Pension Fund     5       Swiss ReFinancial Products Corporation     12,       Teachers Insurance and Annuity Association of America     27,       The Captive Fixed Income Fund Ltd.     1,       Throwesterm Mutual Life Insurance Company     10,       Thrivent Financial for Lutherans     4,	000,000 000,000 000,000 000,000				135,604(6)	*
Satellite Convertible Arbitrage Master Fund, LLC       14,         Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Souther Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       5         State Employees' Retirement Fund of the State of Delaware—       1         International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       3         SunAmerica Value Fund       5         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	000,000 000,000 000,000			*	22,500	*
Silver Convertible Arbitrage Fund, LDC       4,         South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       2         State Employees' Retirement Fund of the State of Delaware—       1         International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       3         SunAmerica Value Fund       5         Sunsise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thivent Financial for Lutherans       4,         Topanga XI       2,	00,000	1.4	0	—	414,765	*
South Dakota Retirement System       5,         Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       5         Sphinx Convertible Arbitrage Fund       7         State Employees' Retirement Fund of the State of Delaware—       1         International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       5         SunAmerica Value Fund       5         Sunsie Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thivent Financial for Lutherans       4,         Ayr.       2,	000,000		0	—	193,557	*
Southern Farm Bureau Life Insurance       1,         Sphinx Convertible Arbitrage Fund       1         Sphinx Convertible Arbitrage SPC       5         State Employees' Retirement Fund of the State of Delaware— International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       5         Stamford Police Pension Fund       2         SunAmerica Value Fund       5         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thivent Financial for Lutherans       4,         Topanga XI       2,		*	1,600,000	*	75,302	*
Sphinx Convertible Arbitrage Fund         Sphinx Convertible Arbitrage SPC         State Employees' Retirement Fund of the State of Delaware—         International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       5         Stamford Police Pension Fund       5         SunAmerica Value Fund       12,         Sunse ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thivent Financial for Lutherans       4,         Topanga XI       2,		*	0	—	69,127(7)	*
Sphinx Convertible Arbitrage SPC         State Employees' Retirement Fund of the State of Delaware— International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       5         Stamford Police Pension Fund       5         SunAmerica Value Fund       55,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Yopanga XI       2,	25,000	*	0	_	16,936	*
State Employees' Retirement Fund of the State of Delaware— International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       3         Stamford Police Pension Fund       5         SunAmerica Value Fund       5         Swirss Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thrivent Financial for Lutherans       4,         Yopanga XI       2,	.26,000	*	128,000	*	3,342	*
International       2,         State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       Stamford Police Pension Fund         SunAmerica Value Fund       5         Sunsise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	0		116,000	*	1,450	*
State of Florida Division of Treasury       4,         St. Thomas Trading, Ltd.       4,         Stamford Police Pension Fund       5         SunAmerica Value Fund       5         Surise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         Thrivent Financial for Lutherans       4,         Topanga XI       2,						
St. Thomas Trading, Ltd.         Stamford Police Pension Fund         SunAmerica Value Fund         Sunrise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	65,000	*	0	—	40,992	*
Stamford Police Pension Fund         SunAmerica Value Fund         Sunrise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	55,000	*	3,225,000	*	103,287	*
SunAmerica Value Fund       15,         Sunrise Partners Limited Partnership       15,         Swiss ReFinancial Products Corporation       12,         Teachers Insurance and Annuity Association of America       27,         The Captive Fixed Income Fund Ltd.       1,         The Northwestern Mutual Life Insurance Company       10,         Thrivent Financial for Lutherans       4,         Topanga XI       2,	0	—	16,180,000	3.6	202,250	*
Sunrise Partners Limited Partnership15,Swiss ReFinancial Products Corporation12,Teachers Insurance and Annuity Association of America27,The Captive Fixed Income Fund Ltd.1,The Northwestern Mutual Life Insurance Company10,Thrivent Financial for Lutherans4,Topanga XI2,	0	-	65,000	*	812	*
Swiss ReFinancial Products Corporation12,Teachers Insurance and Annuity Association of America27,The Captive Fixed Income Fund Ltd.1,The Northwestern Mutual Life Insurance Company10,Thrivent Financial for Lutherans4,Topanga XI2,	0	—	2,846,000	*	35,575	*
Teachers Insurance and Annuity Association of America27,The Captive Fixed Income Fund Ltd.1,The Northwestern Mutual Life Insurance Company10,Thrivent Financial for Lutherans4,Topanga XI2,	000,000	1.5	0	_	207,382	*
The Captive Fixed Income Fund Ltd.     1,       The Northwestern Mutual Life Insurance Company     10,       Thrivent Financial for Lutherans     4,       Topanga XI     2,	00,000	1.2	0	—	165,906	*
The Northwestern Mutual Life Insurance Company10,Thrivent Financial for Lutherans4,Topanga XI2,	500,000	2.8	0		380,201	*
Thrivent Financial for Lutherans4,Topanga XI2,	)30,000 )00,000	1.0	0	-	14,240	*
Topanga XI 2,	250,000	1.0	2,000,000	*	138,255(8) 83,758(9)	*
	30,000 800,000	*	1,900,000	*	55,548	*
Tribeca Investments, Ltd. 17,	500,000	1.8	1,900,000		241,946	*
	210,000	1.0	0		2,903	*
Tufts Associated Health Plans	0	_	2,525,000	*	31,562	*
	000,000	1.0	2,323,000	_	138,255	*
	87,000	*	0		97,981	*
UMASS Memorial HealthCare	0,000	_	505,000	*	6,312	*
UMASS Memorial Investment Partnership	0	_	505,000	*	6,312	*
Universal Investment Gesellschaft MBH, Ref. Aventis	0	_	120,000	*	1,500	*
University of Massachusetts	0	_	385,000	*	4.812	*
Univest Convertible Arbitrage Fund Ltd.	0	_	164,000	*	2,050	*
Victory Convertible Securities Fund Investment Company	0	_	825,000	*	10,312	*
	250,000	1.7	0	_	224,664	*
Wachovia Securities LLC	0	_	3,089,000	*	38,612	*
Waterstone Market Neutral Fund, LP	42,000	*	0	_	13,023	*
Waterstone Market Neutral Offshore Fund, Ltd. 4,	63,000	*	0	_	61,703	*
White River Securities L.L.C. 21,	250,000	2.2	5,000,000	1.1	356,291	*
	000,000	1.7	0	_	235,033	*
	803,000	*	0	—	4,189	*
	500,000	*	0	_	35,946	*
Xavex Convertible Arbitrage 4 Fund	0	_	134,000	*	1,675	*
Xavex Convertible Arbitrage 10 Fund 2, Zazove Convertible Arbitrage Fund L.P.		*	1,200,000 6,500,000	* 1.4	46,798 81,250	*

Name	Principal Amount of Series A Debentures Beneficially Owned That May Be Sold	Percentage of Series A Debentures Outstanding	Principal Amount of Series B Debentures Beneficially Owned That May Be Sold	Percentage of Series B Debentures Outstanding	Number of Shares of Common Stock Underlying the Debentures and Offered Hereby	Percentage of Common Stock Outstanding(1)
Zazove Hedged Convertible Fund L.P.	0	_	4,200,000	*	52,500	*
Zazove Income Fund L.P.	0	_	2,500,000	*	31,250	*
Zeneca Holdings Pension Trust	800,000	*	0	_	11,060	*
Zola Partners, L.P.	1,000,000	*	0	_	13,825	*
Zurich Institutional Benchmark Management c/o Quattro Fund	0	—	1,200,000	*	15,000	*
Zurich Institutional Benchmarks Master Fund Ltd.	0	—	2,300,000	*	28,750	*

\* Less than 1%.

(1) Calculated pursuant to Rule 13d-3(d)(i) of the Exchange Act using 585,444,115 shares of common stock outstanding as of September 30, 2003. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of a selling securityholder's debentures. However, we did not assume the conversion of any other selling securityholder's debentures.

- (2) Allstate Insurance Company also beneficially owns 249,200 shares of our common stock.
- (3) Allstate Life Insurance Company also beneficially owns 249,200 shares of our common stock.
- (4) F&C Global Convertible Bond SICAV also beneficially owns \$300,000 of our Series A debentures.
- (5) Goldman, Sachs & Co. also beneficially owns (i) 302,006 shares of our common stock, (ii) options to purchase 246,800 shares of our common stock that are exercisable within 60 days of the date of this prospectus supplement, (iii) \$5,780,000 of our Series A debentures and (iv) \$7,878,000 of our Series B debentures.
- (6) S.A.C. Capital Associates, LLC also beneficially owns 15,000 shares of our common stock.
- (7) South Dakota Retirement System also beneficially owns 99,100 shares of our common stock.
- (8) The Northwestern Mutual Life Insurance Company also beneficially owns 184,300 shares of our common stock.
- (9) Thrivent Financial for Lutherans also beneficially owns 5,350 shares of our common stock.