ALBERTO CULVER CO
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Subject Company:

Alberto-Culver Company (Commission file number: 001-05050)

Sally Holdings, Inc. (Commission file number: 001-05050)

Regis Corporation

Filing Person s Commission file number: 001-12725

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investor presentation

Proposed Merger of

Sally Beauty

&

Regis Corporation

Boston/New York Roadshow

January 17-19, 2006

[GRAPHIC]

[LOGO] [LOGO]

1

$2.6 Billion Transaction (as of 1/10/06)

Valuation Based On:

Comparable Companies

Precedent Transactions

Discounted Cash Flows

Valuation of Deal:

114.5%X Net Sales

9.6X EBITDA

11X EBIT

16.9X Net Income

[LOGO]

[LOGO]

[LOGO]

NYSE: RGS

[LOGO]

Deal Highlights

combining Sally & Regis

	6/30/06E	6/30/07E
Regis:		
Projected Sales	$2.4 billion	
Projected EBITDA	$300+ million	
Sally:		
Projected Sales	$2.3 billion	
Projected EBITDA	$270+ million	
New Regis:		
Projected Sales		**$5+ billion**
Projected EBITDA		**$650+ million**

Merger

financial advantages

- 125% increase in annual dividend to $0.36
- Higher pretax margins
- Improved debt ratios
- Better cash flow generation

[GRAPHIC]

Merger Details

the opportunities

In addition to approximately $20 million of near-term synergies, there are additional long-term opportunities to increase share- holder value

- Build upon our vendor relationships
- Reduce product diversion
- Ability to develop our own brands
- Identify salon acquisition targets
- More aggressive advertising and promotion for Sally Beauty

[GRAPHIC]

Merger Synergies

[GRAPHIC]

committed to growth

Over 11,000 worldwide locations

Three profitable divisions all poised for double-digit growth

Generate predictable recurring revenue

Organic & acquisition growth

Annual Revenues

[CHART]

Company Overview

6

hair salons

$150 billion worldwide market

2% worldwide market share

10,952 salons generating over $2 billion in revenue

7,108 corporate

3,844 franchised

350,000 salons in North America

Continued acquisition opportunities

Salon counts as of 9/30/05

[GRAPHIC]

hair salon growth

	June 1996	June 2005
Mall-based	1,463	2,117
Wal-Mart	157	1,497
Strip Centers		2,937
United Kingdom	343	426
Franchise:		
Domestic		2,310
International		1,592
	1,963	10,879

Hair Salons

acquisition opportunities

350,000 North American salons & barbershops

50,000 (~15%) meet our acquisition criteria

strip center or regional mall locations

not top 5% or bottom 15%

5,000 (~1%) are for sale at any time

Regis needs to acquire only 500 salons each year to meet growth goals

acquisition summary (excluding proposed Sally merger)

From January 1994 to January 2006 Regis:

- Completed over 330 deals
- Acquired over 8,000 salons
- Added over $1.0 billion to annual revenues

[CHART]

prototypical acquisition: 10 salons

Sales		$2,500,000
Operating cash flow:		
Seller s historical		$400,000
Regis future (w/ synergies)		$500,000
Maximum purchase price:	$1.75 million	$2.0 million
Purchase price/operating cash flow:		
Seller s historical		5.0 times
Regis future	3.5	4.0 times

[LOGO]

hair restoration

$4 billion domestic market

Hair Club for Men and Women has 5% market share

90 locations generating over $100 million in annual revenue

41 corporate

49 franchised

Attractive demographics   aging baby boomers

Consolidation opportunities

EBITDA margins in excess of 25%

beauty schools

[GRAPHIC]

$1 billion domestic market

Attractive demographics

expanding pool of potential students

economic factors

increases in financial aid

Seeking 10% market share through acquisitions

EBITDA margins in excess of 20%

one-of-a kind company

Lack of comparables

Growth company

Industry leader with only 2% share in our core business

Limited risk factors

predictable, replenishment business

no threat of technological obsolescence

no threat of foreign competition

[GRAPHIC]

Financial Highlights

unit growth

[CHART]

consolidated gross margin

[CHART]

17

2005 hair salon revenue = $2.1 billion

[GRAPHIC]

[CHART]

18

retail product sales, in millions

estimated 15% market share

[CHART]

19

steady growth

Revenue (in billions)

[CHART]

EPS

[CHART]

*Reported 2005 EPS of $1.39 includes $0.83 per share non-cash charge related to $38 million charge for goodwill impairment.

safe harbor statement

This presentation contains forward-looking statements within the meaning of the federal securities laws, including statements concerning anticipated future events and expectations that are not historical facts. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward looking statements in this document reflect management s best judgment at the time they are made, but all such statements are subject to numerous risks and uncertainties, which could cause actual results to differ materially from those expressed in or implied by the statements herein. Such forward-looking statements are often identified herein by use of words including, but not limited to, may, believe, project, forecast, expect, estimate, anticipate and plan. In addition, the followi could affect the Company s actual results and cause such results to differ materially from those expressed in forward-looking statements. These factors include competition within the personal hair care industry, which remains strong, both domestically and internationally, and price sensitivity; changes in economic condition; changes in consumer tastes and fashion trends; labor and benefit costs; legal claims; risk inherent to international development (including currency fluctuations); the continued ability of the Company and its franchisees to obtain suitable locations for new salon development; governmental initiatives such as minimum wage rates, taxes and possible franchise legislation; the ability of the Company to successfully identify and acquire salons and beauty schools that support its growth objectives; the ability of the Company to complete the merger with Sally Beauty Company; the ability to integrate the acquired business; the ability of the Company to maintain satisfactory relationships with suppliers; or other factors not listed above. The ability of the Company to meet its expected revenue growth is dependent on salon and beauty school acquisitions, new salon construction and same-store sales increases, all of which are affected by many of the aforementioned risks. Additional information concerning potential factors that could affect future financial results is set forth in the Company s Annual Report on Form 10-K for the year ended June 30, 2005 and included in Form S-3 Registration Statement filed with the Securities and Exchange Commission on June 8, 2005. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, your attention is directed to any further disclosures made in our subsequent annual and periodic reports filed or furnished with the SEC on Forms 10-K, 10-Q and 8-K and Proxy Statements on Schedule 14A.

Non-GAAP Reconciliation

Reconciliation to non-GAAP financial measures mentioned in this presentation can be found on our website at www.regiscorp.com. The contents of the Regis Corporation website are expressly not incorporated by reference in this presentation.

repurchase program -- -- -- -- -- (29,190) -- (29,190) Restricted stock activity 197 19 6,542 -- -- -- (5,072) 1,489 Other (332) (33) 564 -- -- 5,919 -- 6,450

Balances, March 26, 2004 112,669 $ 11,267 $ 1,026,624 $ 432,421 $ (24,459)$ (29,190)$ (18,738)$ 1,397,925

The accompanying notes are an integral part of the consolidated financial statements.

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In Thousands)

	Quarter Ended	
	03/26/04	**03/28/03**
Net income	$ 23,349	$ 16,454
Other comprehensive income (loss):		
Foreign currency hedging contracts:		
Net gain (loss) on foreign currency cash flow hedges, net of tax expense (benefit) of $583 and $(3,036)	928	(4,870)
Reclassification adjustment for net losses included in net income, net of tax benefit of $3,457 and $1,415	5,499	2,270
Unrealized gain on marketable securities:		
Holding gain, net of tax expense of $142 and $413	301	963
Reclassification adjustment for net gains included in net income, net of tax expense of $415 and $0	(751)	--
Other comprehensive income (loss)	5,977	(1,637)
Comprehensive income	$ 29,326	$ 14,817

The accompanying notes are an integral part of the consolidated financial statements.

STORAGE TECHNOLOGY CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 BASIS OF PREPARATION

The accompanying interim consolidated financial statements of Storage Technology Corporation and its wholly owned subsidiaries (StorageTek or the Company) have been prepared on substantially the same basis as the Company s annual consolidated financial statements and should be read in conjunction with the Company s Annual Report on Form 10-K for the year ended December 26, 2003. In the opinion of management, the interim consolidated financial statements reflect all adjustments necessary for the fair presentation of results for the periods presented, and such adjustments are of a normal, recurring nature. Certain prior year amounts have been reclassified to conform to the current year presentation.

The consolidated results for interim periods are not necessarily indicative of expected results for the full fiscal year.

NOTE 2 STOCK-BASED COMPENSATION PLANS

The Company accounts for stock-based compensation plans under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Stock-based compensation reflected in net income is related to restricted stock.

The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, to stock-based compensation (in thousands, except per share amounts):

	Quarter Ended	
	03/26/04	**03/28/03**
Net income, as reported	$ 23,349	$ 16,454
Add: Stock-based compensation expense included in reported net income, net of related tax effects	1,256	760
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	(4,194)	(4,776)
Pro forma net income	$ 20,411	$ 12,438
Earnings per share:		
Basic, as reported	$ 0.21	$ 0.15
Basic, pro forma	$ 0.18	$ 0.12
Diluted, as reported	$ 0.21	$ 0.15
Diluted, pro forma	$ 0.18	$ 0.12

NOTE 3 INVENTORIES

Inventories, net of associated reserves, consist of the following (in thousands):

	03/26/04	**12/26/03**
Raw materials	$ 19,067	$ 14,951
Work-in-process	18,140	29,740
Finished goods	68,273	65,297
	$ 105,480	$ 109,988

NOTE 4 LITIGATION

The Company is involved in a number of pending legal proceedings that arise from time to time in the ordinary course of business. Management believes that any liability as a result of adverse outcomes in such proceedings would not have a material adverse effect on the financial condition of the Company taken as a whole. However, the outcome of these actions is inherently difficult to predict. In the event of an adverse outcome, the ultimate potential loss could have a material adverse effect on the Company s financial condition or reported results of operations in a particular quarter. An unfavorable decision, particularly in patent litigation, could require material changes in production processes and products or result in the Company s inability to ship products or components found to have violated third-party patent rights.

NOTE 5 OPERATIONS OF BUSINESS SEGMENTS

The Company is organized into two reportable business segments based on the definitions provided in SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information : storage products and storage services. The storage products segment includes sales of tape, disk, network, and other miscellaneous products. The storage services segment includes maintenance and support services, as well as professional services.

The Company does not have any intersegment revenue, and segment operating performance is evaluated based on gross profit. The aggregate gross profit by segment equals the consolidated gross profit, and the Company does not allocate research and development costs; selling, general, and administrative expense; interest income; interest expense; or provision for income taxes to the segments. The following table shows revenue and gross profit by segment (in thousands):

	Quarter Ended			
	03/26/04		03/28/03	
Revenue:				
Storage products	$	294,606	$	281,259
Storage services		220,466		198,696
Total revenue	$	515,072	$	479,955
Gross profit:				
Storage products	$	144,987	$	127,924
Storage services		93,216		84,835
Total gross profit	$	238,203	$	212,759

The following table provides supplemental financial data regarding revenue from the Company s storage products segment (in thousands):

	Quarter Ended			
	03/26/04		03/28/03	
Tape products	$	223,089	$	215,888
Disk products		44,218		37,345
Network products		17,014		19,635
Other		10,285		8,391
Total storage products revenue	$	294,606	$	281,259

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NOTE 6 EARNINGS PER COMMON SHARE

The following table presents the calculation of basic and diluted earnings per share (in thousands, except per share amounts):

	Quarter Ended			
	03/26/04		03/28/03	
Net income	$	23,349	$	16,454

Weighted average common shares outstanding:

	Quarter Ended	
Basic	110,551	106,691
Effect of dilutive common stock equivalents	2,802	2,435
Diluted	113,353	109,126
Earnings per common share:		
Basic	$ 0.21	$ 0.15
Diluted	$ 0.21	$ 0.15

For the quarters ended March 26, 2004, and March 28, 2003, options to purchase 3,633,948 and 2,299,369 shares of common stock, respectively, were excluded from the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of the Company s common stock, and therefore, the effect would have been antidilutive.

NOTE 7 INDEMNIFICATIONS AND WARRANTIES

Financial Accounting Standards Board (FASB) Interpretation No. 45 (FIN 45), Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, requires that a liability be recorded in the guarantor s balance sheet upon issuance of certain guarantees. FIN 45 also requires additional disclosures about the guarantees an entity has issued, including a rollforward of the entity s product warranty liabilities.

In the normal course of business, the Company is party to a variety of agreements under which it may be obligated to indemnify the other party for certain matters. These obligations typically arise in contracts where the Company customarily agrees to hold the other party harmless against losses arising from a breach of representations or covenants for certain matters such as title to assets and intellectual property rights associated with the sale of products. The Company also has indemnification obligations to its officers and directors. The duration of these indemnifications varies, and in certain cases, is indefinite. In each of these circumstances, payment by the Company depends upon the other party making an adverse claim according to the procedures outlined in the particular agreement, which procedures generally allow the Company to challenge the other party s claims. In certain instances, the Company may have recourse against third parties for payments made by the Company.

The Company is unable to reasonably estimate the maximum potential amount of future payments under these or similar agreements due to the unique facts and circumstances of each agreement and the fact that certain indemnifications provide for no limitation to the maximum potential future payments under the indemnification. The Company has not recorded any liability for these indemnifications in the accompanying consolidated balance sheets; however, the Company does accrue losses for any known contingent liability, including those that may arise from indemnification provisions, when future payment is both probable and reasonably estimable.

The Company provides warranties associated with the sale of its products. The Company s standard product warranties provide for the repair or replacement of products that fail to meet their published specifications. In situations where a product fails its essential purpose to the customer, the Company may also be responsible for refunding the purchase price of the product if the Company cannot remedy the product failure. The Company establishes a warranty liability for the estimated cost of warranty-related claims at the time revenue is recognized. The following table summarizes information related to the Company s warranty reserves (in thousands):

	Quarter Ended	
	03/26/04	**03/28/03**
Balance at beginning of period	$ 49,374	$ 41,155
Accruals for warranties issued	10,620	11,523
Adjustments to warranties	(3,723)	128
Amortization	(12,655)	(10,426)
Balance at end of period	$ 43,616	$ 42,380

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

All assumptions, anticipations, expectations, and forecasts contained in the following discussion regarding our business, future products, business plans, financial results, performance, and future events are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Our actual results may differ materially because of a number of risks and uncertainties. Some of these risks are detailed below in FACTORS THAT MAY AFFECT FUTURE RESULTS and elsewhere in this Form 10-Q. Forward-looking statements can typically be identified by the use of words such as may, will, should, expects, plans, anticipates, believes, estimates, predicts, i continue, or the negative of such terms, or other comparable words. Forward-looking statements also include the assumptions underlying or relating to any such statements. The forward-looking statements contained in this Form 10-Q represent a good-faith assessment of our future performance for which management believes there is a reasonable basis. We disclaim any obligation to update the forward-looking statements contained herein, whether as a result of new information, future events, or otherwise, except as may be otherwise required by law.

FIRST QUARTER 2004 FINANCIAL OVERVIEW

The first quarter of 2004 represented the fifteenth consecutive quarter of year-over-year earnings growth and the seventh consecutive quarter of year-over-year revenue growth. Total revenue for the first quarter of 2004 was $515 million, an increase of 7% compared to the same period in 2003. Revenue increased 1% as adjusted to reflect constant foreign currencies. We had revenue growth in both of our business segments in the first quarter of 2004, with a 5% increase in storage products revenue and an 11% increase in storage services revenue. The increase in storage products revenue was primarily due to growth in tape and disk product sales. Within the storage services segment, we had double-digit growth in both our maintenance and professional services revenue. We had a solid improvement in total gross profit margin in the first quarter of 2004, compared to the same period in 2003, as a result of an increase in storage products gross profit margin due to favorable product mixes. Operating expense increases during the first quarter of 2004, compared to the same period in 2003, were primarily due to unfavorable foreign currency movements and employee headcount increases associated with new sales resources to help us increase sales coverage.

We continued to strengthen our balance sheet and cash flows during the first quarter of 2004. Total cash and investments increased $13 million to $1.07 billion as of March 26, 2004. Our operations continue to be self-funded and our debt-to-capitalization ratio remains constant at 1%.

Through our strong balance sheet and cash flows, we believe that we are firmly positioned to exploit future opportunities. Our primary challenge for the future is to continue to grow revenue while maintaining strong cost controls. We believe revenue growth can be achieved primarily through the successful execution of our Information Lifecycle Management (ILM) strategy. In 2004, we will continue to focus on improving our sales productivity in all of our geographic regions, particularly in Europe. We believe that organizational changes we made in Europe in 2003 will enable this improvement. A potential risk to successfully growing our revenue and earnings in the future is the impact of global economic conditions on information technology spending.

SELECTED CONSOLIDATED STATEMENT OF OPERATIONS DATA

The following table presents Consolidated Statements of Operations data stated as a percentage of total revenue, except for segment gross profit, which is stated as a percentage of the applicable segment revenue. The table also presents the percentage change based on the dollar amounts of each of the items.

	Quarter Ended		Percentage Increase (Decrease) Based on Dollar Amounts
	03/26/04	03/28/03	Q1 2004 vs.Q1 2003
Revenue:			

			Percentage Increase
Storage products	57.2%	58.6%	4.7%
Storage services	42.8	41.4	11.0
Total revenue	100.0%	100.0%	7.3%
Gross profit:			
Storage products	49.2%	45.5%	13.3%
Storage services	42.3	42.7	9.9
Total gross profit	46.3	44.3	12.0
Operating expenses:			
Research and development costs	9.4	10.5	(3.9)
Selling, general, and administrative expenses	31.6	29.3	15.5
Operating profit	5.3	4.5	25.8
Interest income	0.6	0.5	30.3
Interest expense	(0.1)	(0.1)	(19.6)
Income before income taxes	5.8	4.9	27.1
Provision for income taxes	1.3	1.5	(7.6)
Net income	4.5%	3.4%	41.9%

The following table presents supplemental data for storage products revenue stated as a percentage of total storage products revenue, and the percentage change based on the dollar amounts of each of the items.

	Quarter Ended		Percentage Increase (Decrease) Based on Dollar Amounts
	03/26/04	03/28/03	Q1 2004 vs.Q1 2003
Supplemental data - storage products revenue			
Tape products	75.7%	76.7%	3.3%
Disk products	15.0	13.3	18.4
Network products	5.8	7.0	(13.3)
Other	3.5	3.0	22.6
Total storage products revenue	100.0%	100.0%	4.7%

REVENUE AND GROSS PROFIT MARGIN

Storage Products

Our storage products revenue primarily consists of sales of tape, disk, and network products, including related software, for the mainframe and open-systems markets. The open-systems market consists of products designed to operate in the UNIX, NT, and other non-MVS operating environments.

Storage products revenue increased in the first quarter of 2004, compared to the same period in 2003, primarily due to an increase in tape and disk product sales. We had a 3% increase in tape product sales that was driven by strength in our Virtual Storage Manager (VSM) system revenue, which increased 40% from the first quarter of 2003. We also had a 5% increase in tape drive revenue due primarily to increased sales of third-party tape drives. Disk product revenue increased 18% in the first quarter of 2004, led by a 32% increase in open-systems disk product revenue. The increase in open-systems disk product revenue was partially offset by an 8% decrease in enterprise disk products.

Storage products gross profit margin increased in the first quarter of 2004, compared to the same period in 2003, primarily due to a shift in product mix toward our higher margin products, led by the strength of our VSM sales. Product mix, channel mix, and further operational efficiencies will be key factors for maintaining storage products gross profit margin. With respect to product mix, continued success in VSM sales will be essential in maintaining the improved product margins experienced in the first quarter of 2004.

Storage Services

Our storage services revenue primarily consists of revenue associated with the maintenance and support of StorageTek products and third-party storage products, as well as professional services revenue associated with various storage consulting activities.

Storage services revenue increased in the first quarter of 2004, compared to the same period in 2003, primarily due to a 10% increase in maintenance and support services revenue. We also had continued strong revenue growth from professional service offerings. Professional services revenue accounted for 11% of total storage services revenue in the first quarter of 2004, consistent with the same period in 2003.

Storage services gross profit margin remained largely unchanged in the first quarter of 2004, compared to the same period in 2003, but did increase slightly compared to the fourth quarter of 2003 due to the additional investments in resources within the services arena that we made in 2003 in order to expand our reach into new markets. If professional services become a greater portion of our service revenue, we expect that the resulting change in our services mix would adversely impact our storage services gross profit margin.

RESEARCH AND PRODUCT DEVELOPMENT

Research and product development costs decreased 4% during the first quarter of 2004, compared to the same period in 2003. This decrease is consistent with the trend we have experienced since 2001, although we expect research and development costs for the full year of 2004 to be fairly consistent with 2003 levels. These decreases have been achieved primarily through the implementation of engineering initiatives designed to improve research and development productivity, increase strategic alignment, and reduce non-essential spending. We continue to align our engineering functions to support the aims of our ILM strategy and improve productivity.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSE

Selling, general, and administrative expense (SG&A) increased 16% during the first quarter of 2004, compared to the same period in 2003. Approximately half of this increase was due to the unfavorable impacts of foreign currency movements on the operating expenses of our international operations. The remaining increase was due primarily to the additional investments we made in sales personnel as part of our ongoing efforts to increase revenue. As we make investments in sales resources with a focus on revenue growth, we also continue to evaluate our expenses to identify opportunities where we can become more efficient and effective. Consequently, as a percentage of revenue, we expect that SG&A expense for the full year of 2004 will be similar to the 27% level in 2003.

INTEREST INCOME AND EXPENSE

Interest income and expense were largely unchanged for the first quarter of 2004 compared to the same period in 2003. Although our cash and investments balance has been steadily increasing, decreasing interest rates have kept our interest income from increasing proportionally. See LIQUIDITY AND CAPITAL RESOURCES for further discussion of our debt and financing arrangements.

INCOME TAXES

Our effective tax rate was 22% for the first quarter of 2004, compared to 30% for the same period in 2003. Our effective tax rate is impacted by a variety of factors, including the overall effectiveness of our global manufacturing strategies and changes in our estimates regarding the resolution of open tax matters. We continue to recognize increased tax benefits associated with our manufacturing operations in Puerto Rico and, based on our current estimates, we believe that some of the potential tax contingencies previously identified should be reduced. We expect the effective tax rate in the first quarter of 2004 to be in effect for the full year based on currently available information.

We are subject to regular audits by federal, state, and foreign tax authorities. These audits may result in proposed assessments that may result in additional tax liabilities. Our income taxes payable balance as reported on the Consolidated Balance Sheet is comprised primarily of tax contingencies that we believe are both probable and reasonably estimable.

Statement of Financial Accounting Standards (SFAS) No. 109 requires that deferred income tax assets be recognized to the extent realization of such assets is more likely than not. Based on the currently available information, we have determined that we will more likely than not realize $229.5 million of deferred income tax assets as of March 26, 2004. Our valuation allowance of approximately $22.9 million as of March 26, 2004, relates principally to foreign net operating loss carryforwards.

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CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Our critical accounting estimates and assumptions are disclosed in our Annual Report on Form 10-K for the year ended December 26, 2003. We have made no changes to those policies during the three months ended March 26, 2004.

LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash

The following table summarizes our cash flows from continuing operations (in thousands):

	Quarter Ended	
	03/26/04	**03/28/03**
Operating activities	$ 70,448	$ 63,213
Investing activities	(18,414)	(11,426)
Financing activities	(1,477)	12,390

Our cash and cash equivalents balance increased $34.3 million during the first quarter of 2004, primarily a result of cash flows generated by our operating activities.

In the first quarter of 2004, we used $29.2 million of cash to purchase shares of the Company s stock under the publicly announced share repurchase program, which was mostly offset by $27.8 million of proceeds from employee stock plans.

Future Sources and Uses of Cash

We expect that cash flows from operations will continue to serve as our principal source of liquidity, and we believe that we have adequate working capital and financing capabilities to meet our anticipated operating and capital requirements for the next 12 months. However, cash flows from operations could be negatively impacted by a decrease in demand for our products and services as a result of rapid technological changes and other risks described under FACTORS THAT MAY AFFECT FUTURE RESULTS.

In January 2004, our Board of Directors authorized a share repurchase program to acquire up to 1,000,000 shares of common stock per quarter through 2005. The intent of the repurchase program is to generally offset dilution created by shares issued under employee stock plans. We intend to fund the repurchases through cash flows from operations. We continue to review and evaluate alternative uses for our cash, including additional share repurchase programs, potential acquisitions, and investments in additional technologies to strengthen our ILM offerings.

Cash flows from operations can be supplemented by our $75 million revolving credit facility (the Revolver) that expires in October 2004. The interest rates for borrowing under the Revolver are dependent on our Total Debt to rolling four quarter Earnings Before Interest Expense, Taxes, Depreciation, and Amortization (EBITDA) ratio and the term of the outstanding borrowings. The rate ranges from the applicable LIBOR plus 1.75% to 2.50% or the agent bank s base rate plus 0.00% to 0.50%. We pay a 0.50% per annum commitment fee on any unused borrowings. We had no outstanding borrowings under the Revolver as of March 26, 2004. The Revolver is secured by our U.S. accounts receivable and U.S. inventory, and contains certain financial and other covenants, including a prohibition on the payment of cash dividends.

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Over the longer term, we may choose to fund our operations through the issuance of additional equity or debt financing. The issuance of equity or convertible debt securities could result in dilution to our stockholders, and we cannot provide any assurance that such additional long-term financing, if required, could be completed on favorable terms.

FACTORS THAT MAY AFFECT FUTURE RESULTS

We may be materially affected by global economic and political conditions

Our ability to generate revenue growth during the last several years was adversely affected by the slowdown in the global economy as customers delayed their purchase decisions, reduced their information technology spending budgets, increased their purchase authorization approval requirements, and reduced their capital expenditures by maximizing the current capacities of their data storage equipment. During the last several years, we implemented various cost-saving measures to help mitigate the adverse effects of the slowdown in the global economy. We cannot provide any assurance that a prolonged economic downturn will not have additional adverse effects on our financial condition, results of operations, or our ability to generate revenue growth. Furthermore, we cannot provide any assurance that our cost-saving measures will be successful or sufficient to allow us to continue to generate improved operating results in future periods.

Our financial condition and results of operations could also be materially affected by unstable global political conditions. Terrorist attacks or acts of war could significantly disrupt our operations and the operations of our customers, suppliers, distributors, or resellers. We cannot predict the potential impact on our financial condition or results of operations should such events occur.

We may be materially affected by a decrease in demand for our tape products or by an inability to maintain key competitive advantages in tape

In the first quarter of 2004, approximately 76% of our storage products revenue was generated by sales of our tape products. Services associated with our tape products also represent a significant portion of our storage services revenue. If overall demand for tape storage products declines, or if we lose significant market share in tape, our financial condition and results of operations could be materially affected.

One of the key competitive advantages that our tape products have over competing disk products is that tape products store data at a fraction of the price of disk storage. The price of disk storage continues to decrease rapidly due to competition and decreasing manufacturing costs associated with new disk drive technologies such as Advanced Technology Attachment (ATA) disk. We must continue to develop and introduce new tape products that reduce the cost of tape storage at a rate that is similar to or greater than the decline in disk storage costs in order to maintain this competitive advantage. We cannot provide any assurance that we will be able to reduce the cost of our tape products at a rate similar to the decline in disk storage costs.

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We may be materially affected by competition and by our ability to execute our ILM strategy to address competition

The data storage industry is highly competitive, and customers make their decisions based on a number of competitive factors. We must address each of these factors effectively in order to successfully compete. If we are unable to adapt our products and services to changes in these competitive factors, we may lose market share to our competitors.

Our principal strategy for addressing the competition and growing revenue is our ILM strategy. Our ILM strategy is intended to capitalize on our ability to deliver complete storage solutions that satisfy customer storage requirements, including tape, disk, and network products, together with associated services. We achieved some initial success in our ILM strategy in 2003; however, we must continue to develop and deliver on this strategy in the future in order to grow revenue. We have also seen the adoption of strategies similar to our ILM strategy by our competitors. We cannot provide any assurance that we will successfully execute our ILM strategy or that this strategy will provide us with a competitive advantage in the data storage industry.

We may be materially affected by the risks associated with expanding our service offerings

Services contributed approximately 43% of our total revenue in the first quarter of 2004, compared to 41% for the same period in 2003. This growth was partially driven by new service offerings such as storage consulting services, implementation services, and storage management services. The development and delivery of these new services are critical to the success of our plan to deliver complete storage solutions to our customers. We must ensure that storage service professionals have the necessary skill sets, experience, tools, and training to support these new service offerings. Revenue growth from these new service offerings is needed to offset possible future declines in maintenance revenue from our installed service base of products under maintenance contracts as these products are displaced by sales of new StorageTek products under warranty. Any failure to properly develop or deliver our new and existing service offerings could have a material adverse effect on our financial condition and results of operations.

We may be materially affected by uneven sales patterns and by our ability to forecast customer demand accurately

In the past, our results have followed a seasonal pattern, which reflects the tendency of customers to make their purchase decisions at the end of a calendar year. During any fiscal quarter, a disproportionately large percentage of total product sales are earned in the last weeks or days of the quarter. We continued to experience these trends in the first quarter of 2004. It is difficult to predict the extent to which these historical trends will continue in the future. We cannot provide any assurance that we will be able to manage our uneven sales patterns.

We prepare and update our forecasts on a regular basis to predict customer demand for our products and services. If actual demand exceeds predicted demand, we may not be able to meet customer requirements in a timely manner due to sourcing, manufacturing, or service constraints. If actual demand is less than predicted demand, we may have excess inventory or an underutilized employee base. We cannot provide any assurance that we will be able to forecast customer demand accurately or respond quickly to changes in customer demand.

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Our gross profit margin may be materially affected by product mix, channel mix, and resale of third-party products

We provide a variety of solutions to meet customer needs, including tape, disk, and network products, along with associated software and services. Our products and services contribute varying gross profit margins, and the gross margin on a customer s total solution is dependent on the amounts and types of products or services involved. We cannot provide any assurance that our future gross profit margin will be similar to our historical gross profit margin.

We market our solutions through a combination of a direct sales organization and indirect channel partners. Direct sales to the end-user customer usually result in higher gross profit margins than indirect channel sales. We cannot provide any assurance that changes in our channel mix will not have a material impact on gross profit margin in the future.

We sell a number of third-party products, and our gross profit margin may be adversely affected if those products become a larger portion of our total storage solutions. We may also be at a cost disadvantage in acquiring third-party products that are manufactured by competitors.

We may be materially affected by our ability to grow our indirect channels successfully

We are continually developing our indirect distribution channels, including original equipment manufacturers (OEMs), value-added distributors (VADs), value-added resellers (VARs), and other distributors. Indirect channel sales contributed approximately 48% of our total product revenue in the first quarter of 2004, compared to 50% in the same period in 2003. Increasing our sales through these indirect channels is critical to expanding our reach into the growing open-systems market. Successfully managing the interaction of our direct and indirect channel efforts to effectively reach all of the potential customer segments for our products and services is a complex process. We cannot provide any assurance that we will be successful in expanding our indirect channel sales. Our ability to forecast future demand for our products may be adversely affected by unforeseen changes in demand from our indirect channel partners. Storage products gross profit margins may be adversely impacted to the extent we continue to receive a larger portion of our sales through our indirect channels in the future. Maintenance revenue may also be adversely affected in future periods to the extent that customers of our indirect channel partners elect to purchase maintenance services from our competitors. Our financial results may also be negatively affected if the financial condition of one or more of our channel partners weakens.

We may be materially affected by the risks associated with sole source suppliers

We purchase certain key parts, components, and services from sole source suppliers who we believe are currently the only providers that meet our specifications or for which alternative sources of supply are not readily available.

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The following table shows our significant sole source suppliers and the products or services they provide:

Name of supplier	Product or service provided
Imation Corporation	T9840 and T9940 series tape media
Sanmina-SCI Corporation	Printed circuit boards and certain other manufacturing and repair services
LSI Logic Storage Systems	D-Series disk products
Fujitsu Electronics America	Application-specific integrated circuits (ASICs) for various tape and disk products
Philips Semiconductors	ASICs for various tape and disk products
Herald Datanetics Ltd. (HDL)	Key component used in certain tape products

We also obtain certain key parts and components from less significant sole source suppliers. If a sole source supplier did not continue to provide its products or services, we would need to identify and qualify other acceptable suppliers. This process could take an extended period, and we cannot provide any assurance that we could identify and qualify an alternative source on a timely basis or at an acceptable quality or price. We cannot provide any assurance that significant sole source suppliers will be able to meet our ongoing quality or delivery requirements. Failure to meet these requirements may have a material adverse impact on our financial condition and results of operations.

HDL is located in the People s Republic of China (PRC). Our dependence on HDL is subject to additional risks beyond those associated with other sole source suppliers, including the lack of a well-established court system or acceptance of the rule of law in the PRC, the degree to which the PRC permits economic reform policies to continue, the political relationship between the PRC and the United States, and broader political and economic factors. To date, we have not experienced any material problems securing key components from HDL; however, we cannot provide any assurance that we will not experience material problems in the future.

We may be materially affected by a failure to obtain quality parts and components in a timely manner or by a failure to effectively manage inventory levels

We generally use standard parts and components for our products and believe that there are a number of alternative, competent vendors for most of those parts and components. Certain suppliers have experienced occasional technical, financial, or other problems that have delayed deliveries in the past. An unanticipated failure of one of our suppliers to meet requirements for an extended period, or the inability to secure comparable components in a timely manner, could result in a shortage of key components or products, longer lead times, reduced control over production and delivery schedules, and an inability to fulfill customer orders in a timely manner.

We have reduced our inventory levels by 4% in the first quarter of 2004, in addition to reductions of over 17% in 2003 and 27% in 2002, primarily as a result of lean manufacturing initiatives. As we continue to move toward a lean manufacturing environment, we will become increasingly dependent on a limited supplier base to deliver quality parts and components in a timely manner. A supplier s inability to deliver parts and components on a timely basis, or our failure to effectively manage inventory levels, could have a material adverse effect on our financial condition and results of operations.

We may be materially affected by rapid technological change and evolving industry standards

Short product life cycles are inherent in high-technology industries due to rapid technological change and evolving industry standards. Our financial condition and results of operations depend on our ability to respond effectively to these changes. We cannot provide any assurance that we will be able to successfully develop, manufacture, and market innovative new products or adapt our current products to new technologies or new industry standards. In addition, customers may be reluctant to adopt new technologies and standards, or they may prefer competing technologies and standards.

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Storage area network (SAN) solutions are an example of the rapid technological change in our industry. SAN technologies and standards are continually evolving. We continue to develop the necessary product modifications and professional services knowledge to implement our SAN solutions successfully in various customer operating environments. Because the SAN market changes so quickly, it is difficult to predict the future rate of adoption of our SAN solutions.

We may be materially affected by risks associated with new product development

New product research and development is complex and requires the investigation and evaluation of multiple alternatives, as well as planning the design and manufacture of those alternatives selected for further development. Research and development efforts could be adversely affected by any of the following:

- Hardware and software design flaws
- Product development delays
- Changes in data storage technology
- Changes in operating systems
- Changes in industry standards

In addition, we have outsourced software development for certain tape and network products. We cannot provide any assurance that research and development activities will be successful in bringing new products to market.

Manufacturing new products involves integrating complex designs and processes, coordinating with suppliers for parts and components, and managing manufacturing capacities to accommodate forecasted demand. Failure to obtain sufficient quantities of parts and components, as well as other manufacturing delays or constraints, could adversely affect the timing of new product introductions. We have experienced product development and manufacturing delays in the past that adversely affected our results of operations and competitive position.

We plan to introduce a number of significant new products during 2004. When we introduce new products, we must effectively manage the transition from our existing products to the new products. If we do not manage the transition effectively, we may be subject to the following adverse effects:

- Excess or obsolete inventory
- Insufficient inventory or manufacturing capacity to meet customer demand
- Delayed customer purchases
- Lost sales if customers purchase from our competitors

In addition, sales of our new products may replace some of the sales of our existing products. We cannot provide any assurance that we will be able to successfully manage the development, introduction, or transition of new products in the future.

We may be materially affected by the risks associated with developing and protecting intellectual property

We depend on our ability to develop new intellectual property that does not infringe on the rights of others. We cannot provide any assurance that we will be able to continue to develop such new intellectual property.

We rely on a combination of U.S. patent, copyright, trademark, and trade secret laws to protect our intellectual property rights. We enter into confidentiality agreements relating to our intellectual property with our employees and consultants, and we include confidentiality provisions in license and non-exclusive sales agreements with our customers.

We also file patent and trademark registration applications with foreign governments; however, many foreign countries do not have intellectual property laws that are as well developed as those of the United States.

Despite all of our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or otherwise obtain or use our intellectual property. Monitoring the unauthorized use of our intellectual property is difficult, particularly in foreign countries. We cannot provide any assurance that we will be able to adequately protect our intellectual property.

We may be materially affected if we are unable to attract and retain our key employees

Our future success depends in large part on our ability to attract and retain our key employees. During 2003 and the first quarter of 2004, several changes were made with respect to the executive management team and their organizational responsibilities. We face significant competition for individuals who possess the skills required to sell our products and services, as well as design, develop, manufacture, service, and market those products and services. An inability to successfully attract and retain these employees could have an adverse effect on our future financial condition and results of operations. Furthermore, there may be a delay between when organizational announcements are made and when the organizations are fully effective.

We may be materially affected by the risks of conducting business outside the United States

International operations accounted for approximately 57% of our revenue in the first quarter of 2004, compared to 54% in the same period in 2003. We also sell products through U.S. indirect channel partners that have some of their end-user customers located outside the United States. We expect that we will continue to generate a significant portion of our revenue from international operations.

Our international business may be affected by changes in demand resulting from global and localized economic, business, and political conditions. We are subject to the risks of conducting business outside the United States, including the following risks:

- Adverse political and economic conditions
- Impositions of tariffs or quotas
- Changes in laws or regulations
- Difficulty in obtaining export licenses
- Potentially adverse tax or labor laws
- The burdens of complying with a variety of foreign laws
- Longer payment cycles typically associated with international sales
- Other factors outside our control

We expect these risks to increase in the future as we expand our operations in Eastern Europe, Latin America, and Asia. We cannot provide any assurance that these factors will not have a material adverse effect on our financial condition or results of operations in the future.

We may be materially affected by the WEEE directive

The European Union has finalized the Waste Electrical and Electronic Equipment (WEEE) directive, which regulates the collection, recovery, and recycling of waste from electrical and electronic products, and the Restrictions on the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (RoHS) directive, which bans the use of certain hazardous materials including lead, mercury, cadmium, chromium, and halogenated flame-retardants. Under WEEE, we will be responsible for financing operations for the collection, treatment, disposal, and recycling of past and future covered products. Because the specific legal requirements have not been finalized, we are presently unable to reasonably estimate the amount of any costs that may be necessary in order to comply with WEEE. We cannot provide any assurance that compliance with WEEE and RoHS will not have a material adverse effect on our financial condition or results of operations.

Our manufacturing operations may be materially affected by weather-related risks

We manufacture and assemble a significant portion of our products in Puerto Rico. Our ability to perform these activities may be significantly affected by weather-related risks beyond our control. We believe that if the Puerto Rico facilities were significantly affected by adverse weather, we could relocate to an alternative facility within a reasonable period of time; however, we cannot provide any assurance that we would be able to relocate to that facility without a material adverse impact on our financial condition or results of operations.

We may be materially affected by restructuring activities

We have recognized significant restructuring charges in the past and it is possible that changes in our business, industry, or in the global economy may necessitate restructuring activities in the future. The necessity for restructuring activities may result in expenses that adversely affect our financial condition and results of operations and may require incremental cash payments.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Rate Risk

Our primary market risk relates to changes in foreign currency exchange rates. The functional currency for our foreign subsidiaries is the U.S. dollar. A significant portion of our revenue is generated by our international operations. The majority of our international operations involve transactions denominated in the euro, Pound Sterling, and Japanese yen. An increase in the exchange value of the U.S. dollar reduces the value of revenue and profits generated by our international operations. As a result, our financial condition, results of operations, and cash flows can be materially affected by changes in foreign currency exchange rates. We attempt to mitigate this exposure as part of our foreign currency hedging program. The primary goal of our foreign currency hedging program is to reduce the risk of adverse foreign currency movements on the reported financial results of our non-U.S. dollar transactions. Factors that could have an impact on the effectiveness of our hedging program include the accuracy of forecasts and the volatility of foreign currency markets. All foreign currency derivatives are authorized and executed pursuant to our policies. We do not hold or issue derivatives or any other financial instruments for trading or speculative purposes.

To implement our foreign currency hedging program, we use foreign currency options and forwards. These derivatives are used to hedge the risk that forecasted revenue denominated in foreign currencies might be adversely affected by changes in foreign currency exchange rates. Foreign currency forwards are also used to reduce our exposure to foreign currency exchange rate fluctuations in connection with monetary assets and liabilities denominated in foreign currencies.

A hypothetical 10% adverse movement in foreign exchange rates applied to our foreign currency exchange rate sensitive instruments held as of March 26, 2004, and as of December 26, 2003, would result in a hypothetical loss in fair value of approximately $50.8 million and $59.2 million, respectively. The decrease in the hypothetical loss is primarily due to a decrease in net outstanding derivatives. These hypothetical losses do not take our underlying international operations into consideration. We anticipate that any hypothetical loss associated with our foreign currency exchange rate sensitive instruments would be substantially offset by gains associated with our underlying international operations.

Interest Rate Risk

Changes in interest rates affect interest income earned on our cash investments, as well as interest expense on short-term borrowings. A hypothetical 10% adverse movement in interest rates applied to cash investments would not have a material adverse effect on our financial condition, results of operations, or cash flows.

Credit Risk

We are exposed to credit risk associated with cash equivalents, investments, foreign currency options and forwards, and trade receivables. We do not believe that our cash equivalents, investments, or foreign currency derivatives present significant credit risks, because the counterparties to the instruments consist of major financial institutions, and we manage the notional amount of contracts entered into with any one counterparty. Substantially all trade receivable balances are unsecured. The concentration of credit risk with respect to trade receivables is limited by the large number of customers in our customer base and their dispersion across various industries and geographic areas. Although we have a large number of customers who are dispersed across different industries and geographic areas, a prolonged economic downturn could increase our exposure to credit risk on our trade receivables. We perform ongoing credit evaluations of our customers and maintain an allowance for potential credit losses.

ITEM 4 CONTROLS AND PROCEDURES

Under the supervision and with the participation of management, including the principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures (as defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934) as of March 26, 2004, the end of the period covered by this report. Based on their evaluation, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective.

During the fiscal quarter ended March 26, 2004, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1 LEGAL PROCEEDINGS

For information regarding legal proceedings, see Note 4 of NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, included in Part 1, Item 1, of this Form 10-Q, which information is incorporated by reference into this Part II, Item 1.

ITEM 2 CHANGES IN SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

The following table summarizes our purchases of our equity securities during the first quarter of 2004:

Period	Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
12/27/03 - 01/30/04	--	$ --	--	8,000,000
01/31/04 - 02/27/04	842,700	29.20	842,700	7,157,300
02/28/04 - 03/26/04	157,300	29.13	157,300	7,000,000
Total	1,000,000	$ 29.19	1,000,000	

(1) Excludes shares withheld to satisfy minimum tax withholding requirements associated with restricted stock lapses.
(2) In January 2004, our Board of Directors authorized a stock repurchase program to acquire up to 1,000,000 shares of common stock per quarter through 2005.

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q or are incorporated by reference into this Quarterly Report on Form 10-Q:

3.1 Restated Certificate of Incorporation of Storage Technology Corporation dated July 28, 1987 (previously filed as Exhibit 3.1 to the Company s Annual Report on Form 10-K for the fiscal year ended December 29, 2000, filed on February 21, 2001, and incorporated herein by reference)

3.2 Certificate of Amendment dated May 22, 1989, to the Restated Certificate of Incorporation dated July 28, 1987 (previously filed as Exhibit 3.2 to the Company s Annual Report on Form 10-K for the fiscal year ended December 29, 2000, filed on February 21, 2001, and incorporated herein by reference)

3.3 Certificate of Second Amendment dated May 28, 1992, to the Restated Certificate of Incorporation dated July 28, 1987 (previously filed as Exhibit 3.3 to the Company s Annual Report on Form 10-K for the fiscal year ended December 29, 2000, filed on February 21, 2001, and incorporated herein by reference)

3.4 Certificate of Third Amendment dated May 21, 1999, to the Restated Certificate of Incorporation dated July 28, 1987 (previously filed as Exhibit 3.1 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 25, 1999, filed on August 9, 1999, and incorporated herein by reference)

3.5 Restated Bylaws of Storage Technology Corporation, as amended through November 16, 2002 (previously filed as Exhibit 3.5 to the Company s Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)

4.1 Specimen Certificate of Common Stock, $0.10 par value of Registrant (previously filed as Exhibit (c)(2) to the Company s Current Report on Form 8-K dated June 2, 1989, and incorporated herein by reference)

10.1 [1] Storage Technology Corporation Amended and Restated 1987 Employee Stock Purchase Plan, as amended through May 21, 2003 (previously filed as Exhibit 4.6 to the Company s Registration Statement on Form S-8 (Registration No. 333-106930) filed on July 10, 2003, and incorporated herein by reference)

10.2 [1] Storage Technology Corporation Amended and Restated 1995 Equity Participation Plan, as amended through December 2001 (previously filed as Exhibit 10.2 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2003, filed on November 10, 2003, and incorporated herein by reference)

10.3 [1] Storage Technology Corporation Management by Objective Bonus Plan (previously filed as Exhibit 10.3 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2001, filed on May 14, 2001, and incorporated herein by reference)

10.4 [1] Storage Technology Corporation Amended and Restated Stock Option Plan for Non-Employee Directors (previously filed as Exhibit 10.2 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 1996, filed on August 12, 1996, and incorporated herein by reference)

10.5 [1] Storage Technology Corporation Flexible Option Plan, dated December 2001 (previously filed as Exhibit 10.5 to the Company s Annual Report on Form 10-K for the fiscal year ended December 28, 2001, filed on March 4, 2002, and incorporated herein by reference)

10.6 [1] Severance Agreement, dated as of July 1, 2001, between the Company and Robert S. Kocol (previously filed as Exhibit 10.9 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)

10.7 [1] Restricted Stock Award Agreement, dated as of September 27, 2001, by and between the Company and Robert S. Kocol (previously filed as Exhibit 10.9 to the Company s Annual Report on Form 10-K for the fiscal year ended December 28, 2001, filed on March 4, 2002, and incorporated herein by reference)

10.8 [1] Offer Letter, dated May 10, 2001, from the Company to Michael McLay (previously filed as Exhibit 10.17 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)

10.9 [1] Offer Letter, dated February 9, 2001, from the Company to Roger Gaston (previously filed as Exhibit 10.20 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2001, filed on May 14, 2001, and incorporated herein by reference)

10.10 [1] Promissory Note, dated May 11, 2001, from Michael McLay to the Company, in the principal amount of $390,000 (previously filed as Exhibit 10.23 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)

10.11 [1] Promissory Note, dated May 11, 2001, from Michael McLay to the Company, in the principal amount of $160,000 (previously filed as Exhibit 10.24 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)

10.12 [1] Form of LEAP Participation Agreement, dated April 30, 2001 (previously filed as Exhibit 10.25 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)

10.13 [1] Offer Letter, dated July 16, 2001, from the Company to Roy Perry (previously filed as Exhibit 10.28 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)

10.14 [1] Offer Letter, dated June 27, 2001, from the Company to Angel Garcia (previously filed as Exhibit 10.29 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)

10.15 Credit Agreement, dated as of October 10, 2001, among the Company, the several financial institutions thereto, Bank of America, N.A., as letter of credit issuing bank and sole administrative agent for the Banks, Key Corporate Capital, Inc. as Documentation Agent, Fleet National Bank as Syndication Agent, and Banc of America Securities LLC as sole lead arranger and sole book manager (previously filed as Exhibit 10.13 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)

10.16 Security Agreement, dated as of October 10, 2001, by and among the Company, Bank of America, N.A., as Collateral Agent for itself and other Secured Parties referred to therein (previously filed as Exhibit 10.14 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)

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10.17 Guaranty, dated as of October 10, 2001, by StorageTek Holding Corporation, in favor of the Banks party to a certain Credit Agreement and Bank of America, N.A., as Agent and Issuing Bank and Collateral Agent (previously filed as Exhibit 10.15 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)

10.18 [1] Form of Executive Severance Agreement (previously filed as Exhibit 10.32 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)

10.19 Master Services Agreement (MSA), between each of the Company, Electronic Data Systems Corporation, and EDS Information Services L.L.C., dated as of April 1, 2002 (previously filed as Exhibit 10.33 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)

10.20 Authorization Letter #1 pursuant to the MSA, dated April 1, 2002 (previously filed as Exhibit 10.34 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)

10.21 Authorization Letter #2 pursuant to the MSA, dated April 1, 2002 (previously filed as Exhibit 10.35 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)

10.22 Master Secondary Storage Services Agreement, between the Company and Electronic Data Systems Corporation, dated March 29, 2002 (previously filed as Exhibit 10.36 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)

10.23 [1] Offer Letter, dated June 25, 2002, between the Company and Mark Roellig (previously filed as Exhibit 10.28 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2002, filed on August 12, 2002, and incorporated herein by reference)

10.24 [1] Form of Indemnification Agreement, dated as of November 22, 2002, between the Company and each director (previously filed as Exhibit 10.31 to the Company s Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein

10.25 [1] Offer Letter, dated November 12, 2002, between the Company and Pierre Cousin (previously filed as Exhibit 10.33 to the Company s Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)

10.26 [1] Agreement, dated December 1, 2002, between the Company and Pierre Cousin (previously filed as Exhibit 10.34 to the Company s Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)

10.27 [1] Amended and Restated CEO Employment Agreement, dated March 27, 2003, between the Company and Patrick J. Martin (previously filed as Exhibit 10.36 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 28, 2003, filed on May 9, 2003, and incorporated herein by reference)

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10.28 [1] Form of Executive Agreement, dated as of February 12, 2003, between the Company and each executive officer (previously filed as Exhibit 10.37 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 28, 2003, filed on May 9, 2003, and incorporated herein by reference)

10.29 Letter, dated July 24, 2003, from the Company to Bank of America, N.A. (previously filed as Exhibit 10.32 to the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 2003, filed on August 8, 2003, and incorporated herein by reference)

10.30 [1,2] Offer Letter, dated December 12, 2003, between the Company and Mark Ward

10.31 [1,2] Offer Letter, dated March 1, 2004, between the Company and Eula Adams

31.1 [2] Certification Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 [2] Certification Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 [2] Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 [2] Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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1 Contract or compensatory plan or arrangement in which directors and/or officers participate
2 Indicates exhibit filed with this Quarterly Report on Form 10-Q

(b) Reports on Form 8-K.

Current report on Form 8-K, filed on January 12, 2004, relating to an Item 9, Regulation FD Disclosure, regarding a press release issued by the Company announcing higher-than-anticipated fourth quarter 2003 financial results.

Current report on Form 8-K, filed on January 22, 2004, relating to an Item 9, Regulation FD Disclosure, regarding a share repurchase program. Also relating to an Item 12, Results of Operations and Financial Condition, regarding an announcement by the Company of its results of operations for the fiscal quarter and fiscal year ended December 26, 2003, including a copy of the script of the prepared remarks of the Company s Chief Executive Officer and Chief Financial Officer from a conference call regarding such results of operations.

Amended current report on Form 8-K/A, filed on January 23, 2004, relating to an Item 9, Regulation FD Disclosure, and an Item 12, Results of Operations and Financial Condition, replacing the copy of the script of the prepared remarks of the Chief Financial Officer filed the previous day.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STORAGE TECHNOLOGY CORPORATION
(Registrant)

May 5, 2004	/s/ ROBERT S. KOCOL
(Date)	Robert S. Kocol Corporate Vice President and Chief Financial Officer (Principal Financial Officer)

May 5, 2004	/s/ THOMAS G. ARNOLD
(Date)	Thomas G. Arnold Vice President and Corporate Controller (Principal Accounting Officer)