

INTERNATIONAL GAME TECHNOLOGY

Form 424B3

April 28, 2004

Filed pursuant to Rule 424(b)(3)

Registration No. 333-103339

**Prospectus Supplement No. 10**

**(To Prospectus Dated August 11, 2003)**

**\$969,790,000**

**INTERNATIONAL GAME TECHNOLOGY  
ZERO-COUPON CONVERTIBLE DEBENTURES DUE JANUARY 29, 2033 AND  
COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES**

This prospectus supplement amends and supplements the prospectus dated August 11, 2003, as supplemented by Prospectus Supplement No. 1 dated September 4, 2003, Prospectus Supplement No. 2 dated September 23, 2003, Prospectus Supplement No. 3 dated October 8, 2003, Prospectus Supplement No. 4 dated October 29, 2003, Prospectus Supplement No. 5 dated November 24, 2003, Prospectus Supplement No. 6 dated December 19, 2003, Prospectus Supplement No. 7 dated December 24, 2003, Prospectus Supplement No. 8 dated January 28, 2004 and Prospectus Supplement No. 9 dated February 25, 2004 relating to our Zero-Coupon Convertible Debentures due January 29, 2003 (the Debentures ) and the shares of our common stock issuable upon conversion of the Debentures.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated August 11, 2003, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus dated August 11, 2003, including any amendments or supplements to it.

*See Risk Factors beginning on page 10 of the prospectus dated August 11, 2003 to read about factors you should consider before buying the Debentures.*

**Neither the Securities and Exchange Commission, any state securities commission, nor any gaming regulatory authority has approved or disapproved of the securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

This prospectus supplement amends and replaces the second paragraph and the table under the heading Selling Securityholders beginning on page 47 of the prospectus dated August 11, 2003 and page 2 of Prospectus Supplement No. 1 dated September 4, 2003, Prospectus Supplement No. 2 dated September 23, 2003, Prospectus Supplement No. 3 dated October 8, 2003, Prospectus Supplement No. 4 dated October 29, 2003, Prospectus Supplement No. 5 dated November 24, 2003, Prospectus Supplement No. 6 dated December 19, 2003, Prospectus Supplement No. 7 dated December 24, 2003, Prospectus Supplement No. 8 dated January 28, 2004 and Prospectus Supplement No. 9 dated February 25, 2004 with the information in the following paragraph and table.

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The date of this prospectus supplement is April 28, 2004.

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## SELLING SECURITYHOLDERS

The table below sets forth the name of each selling securityholder, the principal amount at maturity of Debentures, as of April 28, 2004, that each selling number of shares of our Common Stock into which those Debentures are convertible. 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.

| Name   | Aggregate Principal Amount at Maturity of Debentures Owned Before Offering and That May Be Sold | Percentage of Debentures Outstanding Before Offering | Number of Shares of Common Stock Held Before Offering(1) | Number of Shares of Common Stock Offered for Sale(1)(2) | Number of Shares of Common Stock Held After Offering(3) |
|--|---|--|--|---|---|
| AIG DKR SoundShore Oasis Holding Fund Ltd.                           | \$ 4,500,000  | *  | 95,266   | 95,266  |   |
| AIG DKR SoundShore Overseas Holding Fund Ltd.                        | \$ 1,570,000  | *  | 33,237   | 33,237  |   |
| AIG DKR SoundShore Strategic Holding Fund Ltd.                       | \$ 5,000,000  | *  | 105,852  | 105,852   |   |
| Alexandra Global Master Fund, LTD                                    | \$ 10,000,000   | 1.03%  | 211,704  | 211,704   |   |
| AM Investment D Fund (QP) Ltd.                                       | \$ 1,353,000  | *  | 28,643   | 28,643  |   |
| AM Investment E Fund Ltd.  | \$ 7,541,000  | *  | 159,645  | 159,645   |   |
| Amaranth LLC   | \$ 8,800,000  | *  | 186,299  | 186,299   |   |
| American Fidelity Assurance Company                                  | \$ 1,400,000  | *  | 29,638   | 29,638  |   |
| Amerisure Mutual Insurance Company                                   | \$ 555,000  | *  | 11,749   | 11,749  |   |
| AOI Alternative Investments  | \$ 2,000,000  | *  | 42,340   | 42,340  |   |
| Arbitex Master Fund, L.P.(5)   | \$ 19,900,000   | 2.05%  | 421,290  | 421,290   |   |
| Asymmetric Convertible Fund(5)                                       | \$ 2,000,000  | *  | 42,340   | 42,340  |   |
| ATSF-Transamerica Convertible Securities(5)                          | \$ 10,000,000   | 1.03%  | 211,704  | 211,704   |   |
| Aventis Pension Master Trust   | \$ 350,000  | *  | 7,409  | 7,409   |   |
| Bank Austria Cayman Islands, LTD                                     | \$ 6,000,000  | *  | 127,022  | 127,022   |   |
| Bear, Stearns & Co., Inc.(4)   | \$ 15,000,000   | 1.55%  | 317,556  | 317,556   |   |
| Bear Stearns International Limited (BSIL)(4)(5)                      | \$ 11,700,000   | 1.21%  | 247,693  | 247,693   |   |
| BGI Global Investors c/ o Forest Investment Management L.L.C.        | \$ 1,422,000  | *  | 30,104   | 30,104  |   |
| Blue Cross Blue Shield of Delaware, Inc.                             | \$ 330,000  | *  | 6,986  | 6,986   |   |
| Boilermaker-Blacksmith Pension Trust                                 | \$ 2,000,000  | *  | 42,340   | 42,340  |   |
| CALAMOS® Convertible Fund  |   |  |  |   |   |
| CALAMOS® Investment Trust  | \$ 37,000,000   | 3.82%  | 783,304  | 783,304   |   |
| CALAMOS® Convertible Growth and Income Fund CALAMOS Investment Trust | \$ 19,000,000   | 1.96%  | 402,237  | 402,237   |   |
| CALAMOS® Convertible Portfolio                                       |   |  |  |   |   |
| CALAMOS® Advisors Trust  | \$ 225,000  | *  | 4,763  | 4,763   |   |
| CALAMOS® Global Convertible Fund                                     |   |  |  |   |   |
| CALAMOS® Investment Trust  | \$ 500,000  | *  | 10,585   | 10,585  |   |
| The California Wellness Foundation                                   | \$ 575,000  | *  | 12,172   | 12,172  |   |
| CareFirst BlueChoice, Inc.   | \$ 275,000  | *  | 5,821  | 5,821   |   |
| CareFirst of Maryland, Inc.  | \$ 900,000  | *  | 19,053   | 19,053  |   |
| CC Investments, LDC(5)   | \$ 11,700,000   | 1.21%  | 247,693  | 247,693   |   |
| CGNU Life Global Convertibles  | \$ 2,200,000  | *  | 46,574   | 46,574  |   |
| Chrysler Corporation Master Retirement Trust                         | \$ 6,175,000  | *  | 130,727  | 130,727   |   |
| Citi JL, Ltd.  | \$ 334,000  | *  | 7,070  | 7,070   |   |
| City of Albany Pension Plan  | \$ 100,000  | *  | 2,117  | 2,117   |   |

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|   |              |   |        |        |
|---|--------------|---|--------|--------|
| City of Birmingham Retirement & Relief System | \$ 1,900,000 | * | 40,223 | 40,223 |
| City of Knoxville Pension System              | \$ 425,000   | * | 8,997  | 8,997  |
| The Cockrell Foundation                       | \$ 200,000   | * | 4,234  | 4,234  |
| Coda Capital Management, LLC                  | \$ 4,000,000 | * | 84,681 | 84,681 |

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| Name  | Aggregate Principal Amount at Maturity of Debentures Owned Before Offering and That May Be Sold | Percentage of Debentures Outstanding Before Offering | Number of Shares of Common Stock Held Before Offering(1) | Number of Shares of Common Stock Offered for Sale(1)(2) | Number of Shares of Common Stock Held After Offering(3) |
|---|---|--|--|---|---|
| Commercial Union Life Global Convertibles   | \$ 3,000,000  | *  | 63,511   | 63,511  |   |
| Common Fund Event Driven Company, Ltd. c/o Levco(5)   | \$ 250,000  | *  | 5,292  | 5,292   |   |
| CooperNeff Convertible Strategies (Cayman) Master Fund, L.P.                                      | \$10,801,000  | 1.11%  | 228,661  | 228,661   |   |
| Credit Suisse First Boston LLC(4)(5)  | \$ 3,000,000  | *  | 63,511   | 63,511  |   |
| DBAG London(5)  | \$ 3,500,000  | *  | 74,096   | 74,096  |   |
| D.E. Shaw Investment Group, L.P.(5)   | \$ 3,800,000  | *  | 80,447   | 80,447  |   |
| D.E. Shaw Valence Portfolios, L.P.(5)   | \$15,000,000  | 1.55%  | 317,556  | 317,556   |   |
| Deephaven Domestic Convertible Trading Ltd.   | \$ 4,930,000  | *  | 104,370  | 104,370   |   |
| Delta Air Lines Master Trust CV   | \$ 2,185,000  | *  | 46,257   | 46,257  |   |
| Delta Airlines Master Trust   | \$ 2,000,000  | *  | 42,340   | 42,340  |   |
| Delta Pilots Disability & Survivorship Trust CV   | \$ 1,055,000  | *  | 22,334   | 22,334  |   |
| Delta Pilots Disability & Survivorship Trust  | \$ 600,000  | *  | 12,702   | 12,702  |   |
| Dorinco Reinsurance Company   | \$ 1,100,000  | *  | 23,287   | 23,287  |   |
| The Dow Chemical Employees Retirement Plan  | \$ 3,800,000  | *  | 80,447   | 80,447  |   |
| Family Service Life Insurance Co.(5)  | \$ 300,000  | *  | 6,351  | 6,351   |   |
| The Fondren Foundation  | \$ 260,000  | *  | 5,504  | 5,504   |   |
| Forest Fulcrum Fund L.L.P.(4)   | \$ 4,086,000  | *  | 86,502   | 86,502  |   |
| Forest Global Convertible Fund Series A-5   | \$16,576,000  | 1.71%  | 350,920  | 350,920   |   |
| Forest Multi-Strategy Master Fund SPG, on behalf of Series F, Multi-Strategy Segregated Portfolio | \$ 2,046,000  | *  | 43,314   | 43,314  |   |
| Gaia Offshore Master Fund Ltd.  | \$24,200,000  | 2.50%  | 512,323  | 512,323   |   |
| Gasner Investors Holdings Ltd.  | \$ 3,250,000  | *  | 68,803   | 68,803  |   |
| Genesee County Employees Retirement System  | \$ 1,000,000  | *  | 21,170   | 21,170  |   |
| GLG Market Neutral Fund   | \$33,800,000  | 3.49%  | 715,559  | 715,559   |   |
| Goldman, Sachs & Co.(4)(8)  | \$ 5,590,000  | *  | 325,054  | 118,342   | 206,712   |
| Greek Catholic Union of the USA   | \$ 150,000  | *  | 3,175  | 3,175   |   |
| Group Hospitalization and Medical Services, Inc.  | \$ 1,000,000  | *  | 21,170   | 21,170  |   |
| Guardian Life Insurance Co.(5)  | \$10,600,000  | 1.09%  | 224,406  | 224,406   |   |
| Guardian Pension Trust(5)   | \$ 1,100,000  | *  | 23,287   | 23,287  |   |
| Guggenheim Portfolio Co. XV, LLC  | \$ 1,500,000  | *  | 31,755   | 31,755  |   |
| Hamilton Multi-Strategy Master Fund L.P.  | \$16,300,000  | 1.68%  | 345,077  | 345,077   |   |
| HealthNow New York, Inc.  | \$ 400,000  | *  | 8,468  | 8,468   |   |
| HFR CA Select Fund  | \$ 1,400,000  | *  | 29,638   | 29,638  |   |
| Highbridge International LLC  | \$38,800,000  | 4.00%  | 821,411  | 821,411   |   |
| HSBC Trustee, Zola Managed Trust  | \$ 500,000  | *  | 10,585   | 10,585  |   |
| IDEX Transamerica Convertible Securities Fund(5)  | \$ 3,900,000  | *  | 82,564   | 82,564  |   |
|   | \$ 450,000  | *  | 9,526  | 9,526   |   |

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Jackson County Employees

Retirement System

|  |              |       |         |         |
|--|--------------|-------|---------|---------|
| JC Penney Insurance Co. Group(5)                             | \$ 1,600,000 | *     | 33,872  | 33,872  |
| JP Morgan Securities Inc.(4)                                 | \$21,165,000 | 2.18% | 448,071 | 448,071 |
| KBC Financial Products [Cayman Islands] Ltd.                 | \$ 9,000,000 | *     | 190,533 | 190,533 |
| KBC Financial Products USA Inc.(4)                           | \$ 3,270,000 | *     | 69,227  | 69,227  |
| Knoxville Utilities Board Retirement System                  | \$ 185,000   | *     | 3,916   | 3,916   |
| Laurel Ridge Capital, LP                                     | \$ 7,700,000 | *     | 163,012 | 163,012 |
| Levco Alternative Fund, Ltd.(5)                              | \$ 8,445,000 | *     | 178,784 | 178,784 |
| LLT Limited  | \$ 1,356,000 | *     | 28,707  | 28,707  |
| Louisiana Workers Compensation Corporation                   | \$ 500,000   | *     | 10,585  | 10,585  |
| Lyxor Master Fund(5)   | \$ 7,000,000 | *     | 148,192 | 148,192 |
| Lyxor Master Fund c/o Forest Investment Management L.L.C.(5) | \$12,080,000 | 1.25% | 255,738 | 255,738 |

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| Name   | Aggregate Principal<br>Amount at Maturity<br>of Debentures<br>Owned Before<br>Offering and That<br>May Be Sold | Percentage<br>of<br>Debentures<br>Outstanding<br>Before<br>Offering | Number of<br>Shares of<br>Common Stock<br>Held Before<br>Offering(1) | Number of<br>Shares of<br>Common Stock<br>Offered for<br>Sale(1)(2) | Number of<br>Shares of<br>Common<br>Stock<br>Held After<br>Offering(3) |
|--|--|---|--|---|--|
| Lyxor Master Fund c/o Zola Capital Management  | \$ 3,600,000   | *   | 76,213   | 76,213  |  |
| Lyxor/AM Investment Fund Ltd.  | \$ 1,866,000   | *   | 39,503   | 39,503  |  |
| Lyxor/ Gaia II Fund Ltd.   | \$ 5,400,000   | *   | 114,320  | 114,320   |  |
| Lyxor/ JLC Fund, Ltd.(5)   | \$ 631,000   | *   | 13,358   | 13,358  |  |
| Macomb County Employees Retirement System  | \$ 410,000   | *   | 8,679  | 8,679   |  |
| Man Convertible Bond Master Fund, Ltd.   | \$ 12,275,000  | 1.27%   | 259,866  | 259,866   |  |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated(4)  | \$ 54,700,000  | 5.64%   | 1,158,020  | 1,158,020   |  |
| Microsoft Corporation  | \$ 3,010,000   | *   | 63,722   | 63,722  |  |
| MLQA Convertible Securities Arbitrage, Ltd.(5)   | \$ 12,500,000  | 1.29%   | 264,630  | 264,630   |  |
| Motion Picture Industry Health Plan Active Member Fund   | \$ 545,000   | *   | 11,537   | 11,537  |  |
| Motion Picture Industry Health Plan Retiree Member Fund  | \$ 340,000   | *   | 7,197  | 7,197   |  |
| Natexis Banques Populaires   | \$ 7,000,000   | *   | 148,192  | 148,192   |  |
| Nationwide Mutual Gartmore/Coda Convertible Fixed Income Fund  | \$ 3,250,000   | *   | 68,803   | 68,803  |  |
| Nicholas Applegate Investment Grade Convertible  | \$ 20,000  | *   | 423  | 423   |  |
| Nisswa Master Fund Ltd.  | \$ 4,000,000   | *   | 84,681   | 84,681  |  |
| NMS Services (Cayman) Inc.(5)  | \$ 5,000,000   | *   | 105,852  | 105,852   |  |
| NORCAL Mutual Insurance Company  | \$ 800,000   | *   | 16,936   | 16,936  |  |
| Norwich Union Life & Pensions Global Convertibles  | \$ 4,500,000   | *   | 95,266   | 95,266  |  |
| Oakwood Healthcare Inc. (Pension)  | \$ 200,000   | *   | 4,234  | 4,234   |  |
| Oakwood Assurance Company  | \$ 65,000  | *   | 1,376  | 1,376   |  |
| Oakwood Healthcare Inc. OHP  | \$ 15,000  | *   | 317  | 317   |  |
| Oakwood Healthcare Inc. Endowment  | \$ 10,000  | *   | 211  | 211   |  |
| Oakwood Healthcare Inc. Funded Depreciation  | \$ 110,000   | *   | 2,328  | 2,328   |  |
| OCM Convertible Trust  | \$ 1,460,000   | *   | 30,908   | 30,908  |  |
| Onyx Fund Holdings, LDC  | \$ 1,700,000   | *   | 35,989   | 35,989  |  |
| Oppenheimer Convertible Securities Fund(5)   | \$ 5,000,000   | *   | 105,852  | 105,852   |  |
| OZ Convertible Master Fund, Ltd.   | \$ 1,119,000   | *   | 23,689   | 23,689  |  |
| OZ Master Fund, Ltd.   | \$ 13,801,000  | 1.42%   | 292,172  | 292,172   |  |
| Partner Reinsurance Company Ltd.   | \$ 1,735,000   | *   | 36,730   | 36,730  |  |
| Physicians Reciprocal Insurers Account #7  | \$ 2,200,000   | *   | 46,574   | 46,574  |  |
| Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union | \$ 1,000,000   | *   | 21,170   | 21,170  |  |
| Prisma Foundation  | \$ 110,000   | *   | 2,328  | 2,328   |  |
| Privilege Portfolio SICAV  | \$ 5,000,000   | *   | 105,852  | 105,852   |  |

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|   |              |   |         |         |
|---|--------------|---|---------|---------|
| Purchase Associates, L.P.(5)  | \$ 1,840,000 | * | 38,953  | 38,953  |
| Quest Global Convertible Master Fund, Ltd.  | \$ 4,000,000 | * | 84,681  | 84,681  |
| Qwest Occupational Health Trust   | \$ 585,000   | * | 12,384  | 12,384  |
| R2 Investments, LDC   | \$ 1,115,000 | * | 23,604  | 23,604  |
| Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio | \$ 5,400,000 | * | 114,320 | 114,320 |
| Ramius Capital Group(5)   | \$ 750,000   | * | 15,877  | 15,877  |
| Ramius Master Fund, Ltd.  | \$ 8,000,000 | * | 169,363 | 169,363 |
| Ramius Partners II, LP  | \$ 350,000   | * | 7,409   | 7,409   |
| Ramius, LP  | \$ 200,000   | * | 4,234   | 4,234   |
| RBC Alternative Assets LP c/o Forest Investment Management L.L.C.                               | \$ 1,274,000 | * | 26,971  | 26,971  |
| RCG Baldwin, LP   | \$ 600,000   | * | 12,702  | 12,702  |



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|--|---|--|--|---|---|
| RCG Halifax Master Fund, LTD   | \$ 1,500,000  | *  | 31,755   | 31,755  |   |
| RCG Latitude Master Fund, LTD  | \$ 8,000,000  | *  | 169,363  | 169,363   |   |
| RCG Multi Strategy Master Fund, LTD  | \$ 500,000  | *  | 10,585   | 10,585  |   |
| Relay 11 Holdings c/o Forest Investment Management L.L.C.                  | \$ 701,000  | *  | 14,840   | 14,840  |   |
| Royal Bank of Canada(5)  | \$10,000,000  | 1.03%  | 327,932  | 211,704   | 116,228   |
| Sagamore Hill Hub Fund Ltd.  | \$22,500,000  | 2.32%  | 476,334  | 476,334   |   |
| Salomon Smith Barney Inc.(4)   | \$16,800,000  | 1.73%  | 355,662  | 355,662   |   |
| San Diego County Employee Retirement Association                           | \$ 1,000,000  | *  | 21,170   | 21,170  |   |
| SCI Endowment Care Common Trust Fund First Union                           | \$ 80,000   | *  | 1,693  | 1,693   |   |
| SCI Endowment Care Common Trust Fund National Fiduciary Services           | \$ 270,000  | *  | 5,716  | 5,716   |   |
| SCI Endowment Care Common Trust Fund Suntrust                              | \$ 100,000  | *  | 2,117  | 2,117   |   |
| SEI Private Trust Company  | \$ 860,000  | *  | 18,206   | 18,206  |   |
| Silverback Master, LTD   | \$10,000,000  | 1.03%  | 211,704  | 211,704   |   |
| Southdown Pension Plan   | \$ 175,000  | *  | 3,704  | 3,704   |   |
| Southern Farm Bureau Life Insurance Company                                | \$ 2,000,000  | *  | 42,340   | 42,340  |   |
| Sphinx Convertible Arbitrage c/o Forest Investment Management L.L.C.       | \$ 543,000  | *  | 11,495   | 11,495  |   |
| Sphinx Convertible Arbitrage Fund SPC                                      | \$ 70,000   | *  | 1,481  | 1,481   |   |
| SPT  | \$ 2,400,000  | *  | 50,808   | 50,808  |   |
| St. Thomas Trading, Ltd.(5)  | \$27,825,000  | 2.87%  | 589,066  | 589,066   |   |
| State Employees Retirement Fund of the State of Delaware                   | \$ 2,305,000  | *  | 48,797   | 48,797  |   |
| Sunrise Partners Limited Partnership(5)                                    | \$ 6,700,000  | *  | 155,041  | 141,841   | 13,200  |
| Swiss Re Financial Products Corporation(5)                                 | \$41,900,000  | 4.32%  | 887,039  | 887,039   |   |
| TCW Group, Inc.  | \$12,625,000  | 1.30%  | 267,276  | 267,276   |   |
| Teachers Insurance and Annuity Association                                 | \$12,700,000  | 1.31%  | 268,864  | 268,864   |   |
| Topanga XI(5)  | \$ 9,606,000  | *  | 203,362  | 203,362   |   |
| Transamerica Life Insurance & Annuities Corp.(5)                           | \$39,200,000  | 4.04%  | 829,879  | 829,879   |   |
| UBS AG LON F/ B/ O PB(4)   | \$17,500,000  | 1.80%  | 370,482  | 370,482   |   |
| UBS O Connor LLC F/ B/ O O Connor Global Convertible Arbitrage Master Ltd. | \$ 5,100,000  | *  | 107,969  | 107,969   |   |
| UBS Securities LLC(4)(5)   | \$ 935,000  | *  | 19,794   | 19,794  |   |
| Union Carbide Retirement   | \$ 1,700,000  | *  | 35,989   | 35,989  |   |
| United Food and Commercial Workers Local 1262 and Employers Pension Fund   | \$ 860,000  | *  | 18,206   | 18,206  |   |
| Univar USA Retirement Plan   | \$ 430,000  | *  | 9,103  | 9,103   |   |

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|  |               |       |         |         |
|--|---------------|-------|---------|---------|
| White River Securities L.L.C.(4)   | \$ 15,000,000 | 1.55% | 317,556 | 317,556 |
| Wolverine Asset Management,<br>LLC(5)  | \$ 5,194,000  | *     | 109,959 | 109,959 |
| XAVEX Convertible Arbitrage #5   | \$ 500,000    | *     | 10,585  | 10,585  |
| XAVEX Convertible Arbitrage 4<br>Fund c/o Forest Investment<br>Management L.L.C. | \$ 520,000    | *     | 11,008  | 11,008  |
| Zazove Convertible Arbitrage Fund,<br>L.P.                                       | \$ 4,000,000  | *     | 84,681  | 84,681  |
| Zazove Hedged Convertible Fund,<br>L.P.  | \$ 3,500,000  | *     | 74,096  | 74,096  |
| Zazove Income Fund, L.P.   | \$ 3,000,000  | *     | 63,511  | 63,511  |
| Zola Partners, L.P.  | \$ 2,100,000  | *     | 44,457  | 44,457  |

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|--|---|--|--|---|---|
| Zurich Institutional Benchmarks Master Fund Ltd.   | \$ 4,000,000  | *  | 84,681   | 84,681  |   |
| Zurich Master Hedge Fund c/o Forest Investment Management L.L.C.   | \$ 3,461,000  | *  | 73,270   | 73,270  |   |
| All other Holders of the Debentures or future transferees, pledges, donees, assignees or successors of any such holders(6) | \$ 2,684,000  | 0.28%  | 56,821   | 56,821  | (7)   |
| <b>Total</b>   | <b>\$969,790,000</b>  | <b>100.00%</b>                                       | <b>20,903,348</b>  | <b>20,530,764</b>                                       | <b>336,140</b>  |

\* Less than one percent (1%).

- (1) Assumes conversion of all of the holder's Debentures at the initial conversion rate of 21.1704 shares of Common Stock per \$1,000 principal amount at maturity of the Debentures which gives effect to the four-for-one stock split effected on June 18, 2003. This conversion rate is subject to further adjustment as described under "Description of Debentures - Conversion Rate Adjustments." As a result, the number of shares of our Common Stock issuable upon conversion of the Debentures may increase or decrease in the future. In addition, the number of shares of Common Stock listed for each holder does not include fractional shares. Holders will receive a cash payment for any fractional share resulting from conversion of the Debentures, as described under "Description of Debentures - Conversion Rate and Conversion Procedures."
- (2) The shares of Common Stock that may be sold upon conversion of the Debentures by any selling securityholder will not represent 1% or more of our outstanding Common Stock.
- (3) Assumes all of the Debentures and shares of Common Stock issuable upon their conversion are sold in the offering. Share numbers have been adjusted to reflect the four-for-one stock split.
- (4) This selling securityholder has identified itself as a registered broker-dealer and, accordingly, an underwriter. Please see "Plan of Distribution" for required disclosure regarding these selling securityholders.
- (5) This selling securityholder has identified itself as an affiliate of a broker-dealer. Please see "Plan of Distribution" for required disclosure regarding these selling securityholders.
- (6) New selling securityholders, if any, will be set forth from time to time in post-effective amendments to the registration statement of which this prospectus forms a part or prospectus supplements, as required.
- (7) Assumes that any other holders of Debentures, or any future transferees, pledgees, donees or successors of or from any such other holders of Debentures do not beneficially own any Common Stock other than the Common Stock issuable upon conversion of the Debentures.
- (8) Goldman, Sachs & Co. was the Initial Purchaser of the Debentures.