

Edgar Filing: ANALOG DEVICES INC - Form 424B3

ANALOG DEVICES INC  
Form 424B3  
January 10, 2002

Prospectus Supplement

Filed pursuant to Rule 424(b) (3)

(To Prospectus Dated December 13, 2000)

Registration No. 333-48928

ANALOG DEVICES, INC.

-----  
1,200,000,000 PRINCIPAL AMOUNT OF  
4.75% CONVERTIBLE SUBORDINATED NOTES  
DUE 2005  
-----

9,246,720 Shares of Common Stock  
\$0.16 2/3 par value per share

The information in this prospectus supplement concerning the selling securityholders supplements the statements set forth under the caption "Selling Securityholders" in the prospectus. Capitalized items used and not defined in this prospectus supplement shall have the meanings given to them in the prospectus. The information set forth under the caption "Selling Securityholders" in the prospectus is supplemented as follows:

SELLING SECURITYHOLDERS

We originally sold the notes on October 2, 2000 to Goldman, Sachs & Co., SG Cowen Securities Corporation and Salomon Smith Barney Inc. The initial purchasers of the notes have advised us that the notes were resold in transactions exempt from the registration requirements of the Securities Act to "qualified institutional buyers", as defined in Rule 144A of the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the notes and/or shares of the common stock issuable upon conversion of the notes pursuant to this prospectus.

The notes and the shares of common stock issuable upon conversion of the notes have been registered in accordance with the registration rights agreement. Pursuant to the registration rights agreement, we are required to file a registration statement with regard to the notes and the shares of our common stock issuable upon conversion of the notes and to keep the registration statement effective until the earlier of:

- (1) the sale of all the securities registered under the registration rights agreement;
- (2) the expiration of the holding period applicable to these securities under Rule 144(k) under the Securities Act with respect to persons who are not our affiliates; and
- (3) two years from the date the registration statement is declared effective.

The selling securityholders may choose to sell notes and/or the shares of common stock issuable upon conversion of the notes from time to time. See "Plan of Distribution".

The following table sets forth:

- (1) the name of each selling securityholder who has provided us with notice as of the date of this prospectus supplement pursuant to the

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registration rights agreement of their intent to sell or otherwise dispose of notes and/or shares of common stock issuable upon conversion of the notes pursuant to the registration statement,

(2) the principal amount of notes and the number of shares of our common stock issuable upon conversion of the notes which they may sell from time to time pursuant to the registration statement, and

(3) the amount of outstanding notes and our common stock beneficially owned by the selling securityholder prior to the offering, assuming no conversion of the notes.

To our knowledge, no selling securityholder nor any of its affiliates has held any position or office with, been employed by or otherwise has had any material relationship with us or our affiliates during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the notes and shares of the common stock issuable upon conversion of the notes. Accordingly, no estimate can be given as to the amount or percentage of notes or our common stock that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their notes since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

The information contained under the column heading "Shares That May be Sold" assumes conversion of the full amount of the notes held by the holder at the initial rate of 7.7056 shares of common stock per each \$1,000 principal amount of notes.

| Name  | Amount Of<br>Notes Owned<br>Before Offering | Amount Of<br>Notes That<br>May Be Sold | Shares Of<br>Common Stock<br>Owned Before<br>Offering | Shares<br>That<br>May Be<br>Sold |
|---|---|--|---|----------------------------------|
| ABN AMRO Incorporated.....                                      | \$ 5,500,000                                | \$ 5,500,000                           | 0   | 42,380                           |
| AIG/National Union Fire Insurance.....                          | 1,030,000                                   | 1,030,000                              | 0   | 7,936                            |
| Allstate Insurance Company(1).....                              | 5,100,000                                   | 5,100,000                              | 276,100 (2)   | 39,298                           |
| Allstate Life Insurance Company(1).....                         | 11,600,000                                  | 11,600,000                             | 276,100 (2)   | 89,384                           |
| Aloha Airlines Non-Pilots Pension Trust.....                    | 135,000                                     | 135,000                                | 0   | 1,040                            |
| Aloha Pilots Retirement Trust.....                              | 75,000                                      | 75,000                                 | 0   | 577                              |
| Alpha US Sub Fund VIII, LLC.....                                | 1,200,000                                   | 1,200,000                              | 0   | 9,246                            |
| Amaranth Securities L.L.C.....                                  | 11,500,000                                  | 11,500,000                             | 0   | 88,614                           |
| American Century Equity Income Fund.....                        | 3,200,000                                   | 3,200,000                              | 0   | 24,657                           |
| American Fidelity Assurance Company.....                        | 125,000                                     | 125,000                                | 0   | 963                              |
| American Stores Company.....                                    | 250,000                                     | 250,000                                | 0   | 1,926                            |
| Amerisure Companies/Michigan Mutual Insurance<br>Company.....   | 375,000                                     | 375,000                                | 0   | 2,889                            |
| Annuity Board of the Southern Baptist Convention                | 250,000                                     | 250,000                                | 0   | 1,926                            |
| Arbitex Master Fund, L.P.....                                   | 14,000,000                                  | 14,000,000                             | 0   | 107,878                          |
| Argent Classic Convertible Arbitrage Fund<br>(Bermuda) L.P..... | 38,000,000                                  | 38,000,000                             | 0   | 292,812                          |
| Argent Classic Convertible Arbitrage Fund L.P...                | 20,000,000                                  | 20,000,000                             | 0   | 154,112                          |

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|  |            |            |   |         |
|--|------------|------------|---|---------|
| Argent Convertible Arbitrage Fund Ltd.....   | 8,000,000  | 8,000,000  | 0 | 61,644  |
| Arkansas PERS.....   | 2,950,000  | 2,950,000  | 0 | 22,731  |
| Arlington County Employees' Supplemental Retirement System.....                                | 125,000    | 125,000    | 0 | 963     |
| Arpeggio Fund, LP.....   | 3,800,000  | 3,800,000  | 0 | 29,281  |
| Associated Electric & Gas Services Limited.....  | 1,500,000  | 1,500,000  | 0 | 11,558  |
| BBT Fund, L.P.....   | 15,000,000 | 15,000,000 | 0 | 115,584 |
| BNP Paribas London.....  | 12,000,000 | 12,000,000 | 0 | 92,467  |
| BTES Convertible.....  | 1,500,000  | 1,500,000  | 0 | 11,558  |
| BTOP Growth US Value.....  | 4,000,000  | 4,000,000  | 0 | 30,822  |
| Banc of America Securities LLC.....  | 750,000    | 750,000    | 0 | 5,779   |
| Bancroft Convertible Fund, Inc.....  | 1,000,000  | 1,000,000  | 0 | 7,705   |
| Bankers Life Insurance Company of New York.....  | 145,000    | 145,000    | 0 | 1,117   |
| Bankers Trust Company as Trustee for DaimlerChrysler Corp. EMP #1 Pension Plan DTD 4/1/89..... | 9,030,000  | 9,030,000  | 0 | 69,581  |
| Bay County PERS.....   | 235,000    | 235,000    | 0 | 1,810   |
| Bear, Stearns & Co., Inc.....  | 20,000,000 | 20,000,000 | 0 | 154,112 |

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| Name  | Amount Of<br>Notes Owned<br>Before Offering | Amount Of<br>Notes That<br>May Be Sold | Shares Of<br>Common Stock<br>Owned Before Th<br>Offering | Shares Of<br>Common Stock<br>Owned After Th<br>Offering |
|---|---|--|--|---|
| Black Diamond Offshore, Ltd.....  | 3,272,000                                   | 3,272,000                              | 0  | 2,000,000   |
| Blue Cross Blue Shield of Florida.....  | 1,500,000                                   | 1,500,000                              | 0  | 1,000,000   |
| Boston Medical Center.....  | 100,000                                     | 100,000                                | 0  | 100,000   |
| C & H Sugar Company, Inc.....   | 200,000                                     | 200,000                                | 0  | 200,000   |
| California State Automobile Association Inter-Insurance.....                      | 1,400,000                                   | 1,400,000                              | 0  | 1,400,000   |
| CALAMOS Convertible Technology Fund - CALAMOS Investment Trust.....               | 50,000                                      | 50,000                                 | 0  | 50,000  |
| CFFX, LLC.....  | 4,500,000 (3)                               | 2,000,000                              | 0  | 1,000,000   |
| CGU Life Insurance Company of America.....  | 1,500,000                                   | 1,500,000                              | 0  | 1,500,000   |
| CIBC World Markets International Arbitrage Corp...                                | 30,000,000                                  | 30,000,000                             | 0  | 23,000,000  |
| CPA II.....   | 350,000                                     | 350,000                                | 0  | 350,000   |
| CWA/ITU Negotiated Pension Plan.....  | 350,000                                     | 350,000                                | 0  | 350,000   |
| Caisse Des Depots Et Consignations Paris.....                                     | 3,000,000                                   | 3,000,000                              | 0  | 2,000,000   |
| CapitalCare, Inc.....   | 40,000                                      | 40,000                                 | 0  | 40,000  |
| CareFirst of Maryland, Inc.....   | 175,000                                     | 175,000                                | 0  | 175,000   |
| Chase Manhattan International.....  | 22,500,000                                  | 22,500,000                             | 0  | 17,500,000  |
| Christiana Care Health Services.....  | 175,000                                     | 175,000                                | 0  | 175,000   |
| Christiana Care Health Services Retirement Trust..                                | 125,000                                     | 125,000                                | 0  | 125,000   |
| Christiana Care Health Services Self Insurance Reserve Fund.....                  | 175,000                                     | 175,000                                | 0  | 175,000   |
| City of Birmingham Retirement & Relief System.....                                | 1,015,000                                   | 1,015,000                              | 0  | 1,015,000   |
| City of New Bedford Retirement System.....  | 100,000                                     | 100,000                                | 0  | 100,000   |
| City of Worcester Retirement System.....  | 150,000                                     | 150,000                                | 0  | 150,000   |
| Clinton Riverside Convertible Portfolio Limited...                                | 4,000,000                                   | 4,000,000                              | 0  | 3,000,000   |
| Conseco Annuity Assurance Company-Multi-Bucket Annuity Convertible Bond Fund..... | 6,500,000                                   | 6,500,000                              | 0  | 5,000,000   |

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|  |             |             |   |    |
|--|-------------|-------------|---|----|
| Conseco Fund Group--Convertible Securities Fund... | 1,500,000   | 1,500,000   | 0 | 1  |
| Cornell University Endowment.....                  | 400,000     | 400,000     | 0 |    |
| Credit Suisse First Boston Corporation.....        | 19,715,000  | 19,715,000  | 0 | 15 |
| Curtiss-Wright Retirement Plan.....                | 100,000     | 100,000     | 0 |    |
| D.E. Shaw Investments, L.P.....                    | 2,200,000   | 2,200,000   | 0 | 1  |
| D.E. Shaw Valence, L.P.....                        | 8,800,000   | 8,800,000   | 0 | 6  |
| Delaware PERS.....                                 | 2,655,000   | 2,655,000   | 0 | 2  |
| Deephaven Domestic Convertible Trading Ltd.....    | 30,000,000  | 30,000,000  | 0 | 23 |
| Deutsche Bank Securities Inc.....                  | 125,500,000 | 125,500,000 | 0 | 96 |
| Double Black Diamond Offshore, LDC.....            | 13,526,000  | 13,526,000  | 0 | 10 |
| Dow Corning Retirement Plan.....                   | 400,000     | 400,000     | 0 |    |
| El Paso County Retirement Plan.....                | 125,000     | 125,000     | 0 |    |
| El Pomar Foundation.....                           | 250,000     | 250,000     | 0 |    |
| Elf Aquitaine.....                                 | 325,000     | 325,000     | 0 |    |
| Ellsworth Convertible Growth and Income Fund, Inc. | 1,000,000   | 1,000,000   | 0 |    |
| Engineers Joint Pension Fund.....                  | 697,000     | 697,000     | 0 |    |
| Ensign Peak Advisors.....                          | 425,000     | 425,000     | 0 |    |
| Entergy Services, Inc.....                         | 125,000     | 125,000     | 0 |    |
| Erie Indemnity Company.....                        | 1,500,000   | 1,500,000   | 0 | 1  |
| Erie Insurance Exchange.....                       | 2,000,000   | 2,000,000   | 0 | 1  |
| F.R. Convertible Securities Fund.....              | 120,000     | 120,000     | 0 |    |
| Fairfax County.....                                | 250,000     | 250,000     | 0 |    |

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| Name   | Amount Of<br>Notes Owned<br>Before Offering | Amount Of<br>Notes That<br>May Be Sold | Shares<br>Common S<br>Owned Be<br>Offeri |
|--|---|--|--|
| Firemen's Annuity & Benefit Fund of Chicago.....           | 200,000                                     | 200,000                                | 0  |
| First Republic Bank.....                                   | 115,000                                     | 115,000                                | 0  |
| Forest Alternative Strategies Fund II LP ASM.....          | 100,000                                     | 100,000                                | 0  |
| Forest Fulcrum Fund L.P.....                               | 1,250,000                                   | 1,250,000                              | 0  |
| Forest Global Convertible Fund A-5.....                    | 5,400,000                                   | 5,400,000                              | 0  |
| Franklin and Marshall College.....                         | 600,000                                     | 600,000                                | 0  |
| FreeState Health Plan, Inc.....                            | 45,000                                      | 45,000                                 | 0  |
| Gaia Offshore Master Fund Ltd.....                         | 5,000,000                                   | 5,000,000                              | 0  |
| Goldman, Sachs & Co.....                                   | 40,340,000 (4)                              | 30,340,000                             | 0  |
| Granville Capital Corporation.....                         | 77,315,000                                  | 77,315,000                             | 0  |
| Great-West Life & Annuity Insurance Company.....           | 10,000,000                                  | 10,000,000                             | 0  |
| Group Hospitalization and Medical Services, Inc.....       | 200,000                                     | 200,000                                | 0  |
| Gryphon Domestic III, LLC.....                             | 10,900,000                                  | 10,900,000                             | 0  |
| Hawaiian Airlines Pension Plan for Salaried Employees..... | 15,000                                      | 15,000                                 | 0  |
| Hawaiian Airlines Pilots Retirement Plan.....              | 120,000                                     | 120,000                                | 0  |
| Hawaiian Airlines Employees Pension Plan--IAM.....         | 60,000                                      | 60,000                                 | 0  |
| Healthcare Underwriters Mutual Insurance Company.....      | 800,000                                     | 800,000                                | 0  |
| Highbridge International LLC.....                          | 36,500,000                                  | 36,500,000                             | 0  |
| IBM Pension Plan.....                                      | 1,450,000                                   | 1,450,000                              | 0  |
| ICI American Holdings Trust.....                           | 1,235,000                                   | 1,235,000                              | 0  |
| IL Annuity & Insurance Company.....                        | 61,000,000                                  | 61,000,000                             | 0  |
| Investcorp-SAM Fund Limited.....                           | 11,600,000                                  | 11,600,000                             | 0  |
| Island Holdings.....                                       | 60,000                                      | 60,000                                 | 0  |
| Island Insurance Convertible Account.....                  | 225,000                                     | 225,000                                | 0  |

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|  |            |            |   |
|--|------------|------------|---|
| JC Penney Insurance Co. Group.....   | 1,000,000  | 1,000,000  | 0 |
| JMG Capital Partners, LP.....  | 18,500,000 | 18,500,000 | 0 |
| JMG Triton Offshore Fund, Ltd.....   | 1,500,000  | 1,500,000  | 0 |
| J.P. Morgan Securities, Inc.....   | 30,219,000 | 30,219,000 | 0 |
| Jefferies & Company, Inc.....  | 1,000,000  | 1,000,000  | 0 |
| Jersey (IMA) Ltd.....  | 2,000,000  | 2,000,000  | 0 |
| Julius Baer Securities, Inc.....   | 1,370,000  | 1,370,000  | 0 |
| KBC Financial Products, Inc.....   | 11,000,000 | 11,000,000 | 0 |
| Kentfield Trading, Ltd.....  | 6,660,000  | 6,660,000  | 0 |
| Kerr-McGee Corporation.....  | 925,000    | 925,000    | 0 |
| Key Asset Management, Inc. as Agent for Aerojet Inc.<br>Foundation.....                    | 60,000     | 60,000     | 0 |
| Key Asset Management, Inc. as Agent for the Charitable<br>Convertible Securities Fund..... | 1,650,000  | 1,650,000  | 0 |
| Key Asset Management, Inc. as Agent for the Charitable<br>Income Fund.....                 | 265,000    | 265,000    | 0 |
| Key Asset Management, Inc. as Agent for the EB Convertible<br>Securities Fund.....         | 1,650,000  | 1,650,000  | 0 |
| Key Asset Management, Inc. as Agent for the Field<br>Foundation of Illinois.....           | 75,000     | 75,000     | 0 |
| Key Asset Management, Inc. as Agent for the Key Trust<br>Convertible Securities Fund.....  | 300,000    | 300,000    | 0 |
| Key Asset Management, Inc. as Agent for the Key Trust Fixed<br>Income Fund.....            | 415,000    | 415,000    | 0 |
| Key Asset Management, Inc. as Agent for the Omnova Solutions                               | 110,000    | 110,000    | 0 |

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| Name<br>-----  | Amount Of<br>Notes Owned<br>Before Offering | Amount Of<br>Notes That<br>May Be Sold | Shares Of<br>Common Stock<br>Owned Before<br>Offering | Shares<br>That<br>May<br>Be S |
|--|---|--|---|-------------------------------|
| Key Asset Management, Inc. as Agent for the Parker<br>Key/Convertible Fund.....                                  | 370,000                                     | 370,000                                | 0   | 2,                            |
| Key Asset Management, Inc. as Agent for Union<br>Security Life Insurance Company.....                            | 50,000                                      | 50,000                                 | 0   |                               |
| Key Asset Management, Inc. as Agent for Victory<br>Convertible Securities Fund.....                              | 1,400,000                                   | 1,400,000                              | 0   | 10,                           |
| Key Asset Management, Inc. as Agent for Victory<br>Invest Quality Bond Fund.....                                 | 170,000                                     | 170,000                                | 0   | 1,                            |
| Key Asset Management, Inc. as Investment<br>Manager for the California State Automobile Inter-<br>Insurance..... | 530,000                                     | 530,000                                | 0   | 4,                            |
| Key Asset Management, Inc. as Investment<br>Manager for California State Automobile<br>Retirement Pension.....   | 110,000                                     | 110,000                                | 0   |                               |
| Key Asset Management, Inc. as Investment<br>Manager for the Health Foundation of Greater<br>Cincinnati.....      | 235,000                                     | 235,000                                | 0   | 1,                            |
| Key Asset Management, Inc. as Investment<br>Manager for the JCPenney Life Insurance<br>Company.....              | 1,000,000                                   | 1,000,000                              | 0   | 7,                            |
| Key Asset Management, Inc. as Investment   |   |  |   |                               |

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|  |            |            |        |      |
|--|------------|------------|--------|------|
| Manager for the Potlatch-First Trust Company of St. Paul.....  | 1,050,000  | 1,050,000  | 0      | 8,   |
| Key Asset Management, Inc. as Investment Manager for the Standard Insurance Company.....             | 890,000    | 890,000    | 0      | 6,   |
| Key Asset Management, Inc. as Investment Manager for the University of South Florida Foundation..... | 170,000    | 170,000    | 0      | 1,   |
| LLT Limited.....   | 250,000    | 250,000    | 0      | 1,   |
| Lehman Brothers, Inc.....  | 28,552,000 | 28,552,000 | 0      | 220, |
| Libertyview Funds, LP.....   | 6,000,000  | 6,000,000  | 0      | 46,  |
| Lipper Convertibles, L.P.....  | 12,867,000 | 12,867,000 | 0      | 99,  |
| Lipper Convertibles Series II, L.P.....  | 2,000,000  | 2,000,000  | 0      | 15,  |
| Lipper Offshore Convertibles, L.P.....   | 1,500,000  | 1,500,000  | 0      | 11,  |
| Loomis Sayles Bond Fund.....   | 1,000,000  | 1,000,000  | 0      | 7,   |
| Lucent Technologies Master Pension Trust.....  | 550,000    | 550,000    | 0      | 4,   |
| Lutheran Brotherhood.....  | 6,000,000  | 6,000,000  | 13,430 | 46,  |
| Lydian Overseas Partners Master Fund.....  | 68,500,000 | 68,500,000 | 0      | 527, |
| Lyxor Master Fund c/o Forest Investment Management, L.L.C.....                                       | 2,000,000  | 2,000,000  | 0      | 15,  |
| MAG Mutual Insurance Company.....  | 300,000    | 300,000    | 0      | 2,   |
| MFS Total Return Fund.....   | 1,160,000  | 1,160,000  | 0      | 8,   |
| Maine State Retirement System.....   | 600,000    | 600,000    | 0      | 4,   |
| Maxim Corporate Bond Fund.....   | 750,000    | 750,000    | 0      | 5,   |
| McMahan Securities Co. L.P.....  | 162,000    | 162,000    | 0      | 1,   |
| Medical Liability Mutual Insurance Company.....  | 27,500,000 | 27,500,000 | 15,500 | 211, |
| Merrill Lynch International Ltd.....   | 10,000,000 | 10,000,000 | 0      | 77,  |
| Merrill Lynch Pierce Fenner & Smith, Inc.....  | 300,000    | 300,000    | 0      | 2,   |
| MetLife Separate Account 235.....  | 500,000    | 500,000    | 0      | 3,   |
| Morgan Stanley & Co.....   | 10,928,000 | 10,928,000 | 0      | 84,  |
| Morgan Stanley Dean Witter Convertible Securities Trust.....   | 3,500,000  | 3,500,000  | 0      | 26,  |

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| Name   | Amount Of<br>Notes Owned<br>Before Offering | Amount Of<br>Notes That<br>May Be Sold | Shares Of<br>Common Stock<br>Owned Before<br>Offering | Shar<br>Tha<br>Ma<br>Be S |
|--|---|--|---|---------------------------|
| Museum of Fine Arts, Boston.....                                 | 44,000                                      | 44,000                                 | 0   |                           |
| Nalco Chemical Company.....                                      | 390,000                                     | 390,000                                | 0   | 3,                        |
| Nashville Electric Service.....                                  | 250,000                                     | 250,000                                | 0   | 1,                        |
| NCMIC Insurance Company.....                                     | 300,000                                     | 300,000                                | 1,500   | 2,                        |
| New York Life Insurance Company.....                             | 7,000,000                                   | 7,000,000                              | 0   | 53,                       |
| New York State Electric & Gas Corp. Retirement Benefit Plan..... | 550,000                                     | 550,000                                | 0   | 4,                        |
| Nicholas Applegate CBO I Limited.....                            | 2,000,000                                   | 2,000,000                              | 0   | 15,                       |
| Nicholas Applegate Investment Grade Convertible....              | 28,000                                      | 28,000                                 | 0   |                           |
| Nike, Inc. Profit Sharing Plan.....                              | 50,000                                      | 50,000                                 | 0   |                           |
| NORCAL Mutual Insurance Company.....                             | 225,000                                     | 225,000                                | 0   | 1,                        |
| Northern Income Equity Fund.....                                 | 2,000,000                                   | 2,000,000                              | 0   | 15,                       |
| The Northwestern Mutual Life Insurance Company.....              | 16,500,000                                  | 16,500,000                             | 111,600 (5)   | 127,                      |
| Nstar (Boston Edison) Union Medical VEBA.....                    | 100,000                                     | 100,000                                | 0   |                           |

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|   |            |            |         |      |
|---|------------|------------|---------|------|
| Nuclear Electric Insurance Ltd.....   | 775,000    | 775,000    | 0       | 5,   |
| OHIC Insurance Company.....   | 600,000    | 600,000    | 0       | 4,   |
| Oppenheimer Convertible Securities Fund.....                                | 12,000,000 | 12,000,000 | 0       | 92,  |
| Oxford, Lord Abbett & Co.....   | 2,200,000  | 2,200,000  | 0       | 16,  |
| Paloma Securities L.L.C.....  | 3,500,000  | 3,500,000  | 11,800  | 26,  |
| Parker-Hannifin Corporation.....  | 81,000     | 81,000     | 0       |      |
| Pell Rudman Trust Company.....  | 4,335,000  | 4,335,000  | 534,052 | 33,  |
| Penn Treaty Network America Insurance<br>Company.....                       | 730,000    | 730,000    | 0       | 5,   |
| Pension Reserves Investment Trust.....                                      | 800,000    | 800,000    | 0       | 6,   |
| Peoples Benefit Life Insurance Company (Teamsters<br>Separate Account)..... | 5,000,000  | 5,000,000  | 0       | 38,  |
| Physicians' Reciprocal Insurers Account #7.....                             | 1,000,000  | 1,000,000  | 0       | 7,   |
| PIMCO Convertible Fund.....   | 3,200,000  | 3,200,000  | 0       | 24,  |
| PRIM Board.....   | 4,500,000  | 4,500,000  | 0       | 34,  |
| Primerica Life Insurance Company.....                                       | 2,226,000  | 2,226,000  | 0       | 17,  |
| ProMutual.....  | 162,000    | 162,000    | 0       | 1,   |
| Putnam Asset Allocation Funds--Balanced<br>Portfolio.....                   | 332,000    | 332,000    | 0       | 2,   |
| Putnam Asset Allocation Funds--Conservative<br>Portfolio.....               | 199,000    | 199,000    | 0       | 1,   |
| Putnam Convertible Opportunities and Income Trust..                         | 109,000    | 109,000    | 0       |      |
| Quattro Fund, LLC.....  | 3,000,000  | 3,000,000  | 0       | 23,  |
| Queen's Health Plan.....  | 45,000     | 45,000     | 0       |      |
| RET Pension Plan of the California State Automobile<br>Association.....     | 400,000    | 400,000    | 0       | 3,   |
| Radian Guaranty, Inc.....   | 1,300,000  | 1,300,000  | 0       | 10,  |
| Reliant Energy Retirement Plan.....   | 150,000    | 150,000    | 0       | 1,   |
| Rhapsody Fund, LP.....  | 13,000,000 | 13,000,000 | 0       | 100, |
| Robertson Stephens.....   | 14,800,000 | 14,800,000 | 0       | 114, |
| Rohm & Haas Company Pension Fund.....                                       | 100,000    | 100,000    | 0       |      |
| Royal Bank of Canada.....   | 17,000,000 | 17,000,000 | 157,230 | 130, |
| SG Cowen Securities Corp.....   | 22,500,000 | 22,500,000 | 0       | 173, |
| Salomon Brothers Asset Management, Inc.....                                 | 9,550,000  | 9,550,000  | 0       | 73,  |
| Salomon Smith Barney Inc.....   | 2,000,000  | 2,000,000  | 0       | 15,  |
| Southern Farm Bureau Life Insurance.....                                    | 1,530,000  | 1,530,000  | 0       | 11,  |
| St. Albans Partners Ltd.....  | 5,000,000  | 5,000,000  | 0       | 38,  |

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| Name  | Amount Of<br>Notes Owned<br>Before Offering | Amount Of<br>Notes That<br>May Be Sold | Shares Of<br>Common Stock<br>Owned Before<br>Offering | Shares<br>That<br>May<br>Be Sold |
|---|---|--|---|----------------------------------|
| St. Thomas Trading, Ltd.....                                | 40,000                                      | 40,000                                 | 0   | 308                              |
| Starvest Combined Portfolio.....                            | 1,260,000                                   | 1,260,000                              | 0   | 9,709                            |
| Starvest Managed Portfolio.....                             | 140,000                                     | 140,000                                | 0   | 1,078                            |
| State of Oregon/Equity.....                                 | 7,450,000                                   | 7,450,000                              | 0   | 57,406                           |
| State of Oregon/SAIF Corporation.....                       | 5,350,000                                   | 5,350,000                              | 0   | 41,224                           |
| State Street Bank as Custodian for GE Pension<br>Trust..... | 4,465,000                                   | 4,465,000                              | 0   | 34,405                           |
| Sun America Style Select Series Equity Income               | 450,000                                     | 450,000                                | 0   | 3,467                            |
| Target Corporation.....                                     | 350,000                                     | 350,000                                | 0   | 2,696                            |

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|   |            |            |               |         |
|---|------------|------------|---------------|---------|
| Teachers Insurance and Annuity Association...                     | 9,000,000  | 9,000,000  | 0             | 69,350  |
| Thomas Weisel Partners LLC.....                                   | 24,275,000 | 24,275,000 | 94,200        | 187,053 |
| Tokai Asia Limited.....   | 5,000,000  | 5,000,000  | 0             | 38,528  |
| Toronto Dominion (New York), Inc.....                             | 39,000,000 | 39,000,000 | 0             | 300,518 |
| Transamerica Life Insurance and Annuity<br>Company.....           | 7,000,000  | 7,000,000  | 0             | 53,939  |
| The Travelers Indemnity Company.....                              | 7,223,000  | 7,223,000  | 0             | 55,657  |
| The Travelers Insurance Company--Life.....                        | 3,772,000  | 3,772,000  | 0             | 29,065  |
| The Travelers Insurance Company Separate<br>Account TLAC.....     | 428,000    | 428,000    | 0             | 3,297   |
| The Travelers Life and Annuity Company.....                       | 451,000    | 451,000    | 0             | 3,475   |
| Travelers Series Convertible Bond Portfolio..                     | 600,000    | 600,000    | 0             | 4,623   |
| Travelers Series Managed Assets Trust.....                        | 300,000    | 300,000    | 0             | 2,311   |
| UBFAM Arbitrage Fund Ltd.....                                     | 1,000,000  | 1,000,000  | 0             | 7,705   |
| UBS AG, London Branch.....  | 27,500,000 | 27,500,000 | 0             | 211,904 |
| UBS Warburg LLC.....  | 200,000    | 200,000    | 0             | 1,541   |
| U.S. Olympic Foundation.....                                      | 200,000    | 200,000    | 0             | 1,541   |
| United Food and Commercial Workers Tri-State<br>Pension Fund..... | 150,000    | 150,000    | 0             | 1,155   |
| United Healthcare Insurance Company.....                          | 2,000,000  | 2,000,000  | 0             | 15,411  |
| University of Rochester.....                                      | 41,000     | 41,000     | 0             | 315     |
| The Virginia Insurance Reciprocal.....                            | 500,000    | 500,000    | 0             | 3,852   |
| Value Line Convertible Fund, Inc.....                             | 1,000,000  | 1,000,000  | 0             | 7,705   |
| Van Kampen Harbor Fund.....                                       | 8,100,000  | 8,100,000  | 5,003,250 (6) | 62,415  |
| The Whitaker Foundation.....                                      | 150,000    | 150,000    | 0             | 1,155   |
| White River Securities, L.L.C.....                                | 20,000,000 | 20,000,000 | 0             | 154,112 |
| Worldwide Transactions, Ltd.....                                  | 702,000    | 702,000    | 0             | 5,409   |
| Zeneca AG Products, Inc.....                                      | 221,000    | 221,000    | 0             | 1,702   |
| Zeneca Holdings Trust.....  | 940,000    | 940,000    | 0             | 7,243   |
| Zola Partners L.P.....  | 1,500,000  | 1,500,000  | 0             | 11,558  |

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- (1) Allstate Life Insurance Company is a subsidiary of Allstate Insurance Company.
  - (2) Includes 169,500 shares of common stock held by Allstate Insurance Company, 14,100 shares of common stock held by Allstate Life Insurance Company, and 92,500 shares of common stock held by affiliates of Allstate Insurance Company and Allstate Life Insurance Company.
  - (3) Includes \$2,500,000 principal amount of registered notes that CFFX, LLC has purchased on the open market. These notes are not being offered by this prospectus.
  - (4) Includes \$10,000,000 principal amount of registered notes that Goldman, Sachs & Co. has purchased on the open market. These notes are not being offered by this prospectus.
  - (5) The Northwestern Mutual Life Insurance Company is the indirect beneficial owner with shared investment and voting power of these shares of common stock, which are currently held by affiliated entities.
  - (6) All of these shares of common stock are held by entities affiliated with Van Kampen Harbor Fund.

The date of this Prospectus Supplement is January 10, 2002.