

LRR Energy, L.P.
Form 4
October 06, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Casas Jaime R.

(Last) (First) (Middle)

C/O LRR ENERGY, L.P., 5847 SAN FELIPE, SUITE 3000

(Street)

HOUSTON, TX 77057

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LRR Energy, L.P. [LRE]

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
V.P. and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common units representing limited partner interests	10/05/2015		D		173,042	D	<u>(1)</u> <u>(2)</u>
					0		D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Casas Jaime R. C/O LRR ENERGY, L.P. 5847 SAN FELIPE, SUITE 3000 HOUSTON, TX 77057			V.P. and CFO	

Signatures

/s/ Jaime R. Casas 10/06/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to the Purchase Agreement and Plan of Merger, dated as of April 20, 2015 (the "Merger Agreement"), by and among Vanguard Natural Resources, LLC ("Vanguard"), Lighthouse Merger Sub, LLC, Lime Rock Management LP, Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., Lime Rock Resources II-A, L.P., Lime Rock Resources II-C, L.P., LRR Energy, L.P. ("LRE") and LRE GP, LLC, immediately prior to the effective time of the merger, any award of LRE restricted units granted under the LRE GP, LLC Long-Term Incentive Plan that was subject to time-based vesting and that was outstanding and unvested at such time became fully vested and the restrictions with respect thereto lapsed, and such LRE restricted units were deemed to be common units of LRE at the closing of the merger.
- (1) L.P. ("LRE") and LRE GP, LLC, immediately prior to the effective time of the merger, any award of LRE restricted units granted under the LRE GP, LLC Long-Term Incentive Plan that was subject to time-based vesting and that was outstanding and unvested at such time became fully vested and the restrictions with respect thereto lapsed, and such LRE restricted units were deemed to be common units of LRE at the closing of the merger.
 - (2) Disposition pursuant to the Merger Agreement in exchange for 0.55 common units of Vanguard for every common unit of LRE disposed. On the effective date of the merger, the closing price of the Vanguard common units was \$7.98 per unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ent equal to the amount of such deficit. A negative adjustment will: . first, reduce the amount of original issue discount required to be accrued in the current year; . second, any negative adjustments that exceeds the amount of original issue discount accrued in the current year will be treated as ordinary loss to the extent

of that holder's total prior original issue discount inclusions with respect to the debentures, reduced to the extent such prior original issue discount was offset by prior negative adjustments; and . third, any excess negative adjustments will be treated as regular negative adjustments in the succeeding taxable year. Sale, Exchange, Conversion or Redemption Upon the sale, exchange, conversion, repurchase or redemption of a debenture, a holder will recognize gain or loss equal to the difference between the amount realized and the holder's adjusted tax basis in the debenture. A holder of a debenture agrees that, under the Contingent Debt Regulations, the amount realized will include the fair market value of our stock received on conversion as a contingent payment. Such gain on a debenture generally will be treated as ordinary income. Loss from the disposition of a debenture will be treated as ordinary loss to the extent of a holder's prior net original issue discount inclusions with respect to the debentures. Any loss in excess of that amount will be treated as capital loss, which will be long-term if the debentures were held for more than one year. The deductibility of net capital losses by individuals and corporations is subject to limitations. Special rules apply in determining the tax basis of a debenture. The basis in a debenture is generally increased by original issue discount (before taking into account any adjustments) a holder previously accrued on the debentures, and reduced by the projected amount of any payments previously scheduled to be made. 36 Under this treatment, the tax basis in the common stock received upon conversion of a debenture will equal the then current fair market value of such common stock. The holding period for our common stock received will commence on the day of conversion. Given the uncertain tax treatment of instruments such as the debentures, a holder should contact its own tax advisors concerning the tax treatment on conversion of a debenture and the ownership of our common stock. Purchasers of Debentures at a Price Other than the Adjusted Issue Price If a holder purchases a debenture in the secondary market for an amount that differs from the adjusted issue price of the debenture at the time of purchase, such holder will be required to accrue interest income on the debenture in accordance with the comparable yield even if market conditions have changed since the date of issuance. A holder must reasonably determine whether the difference between the purchase price for a debenture and the adjusted issue price of a debenture is attributable to a change in expectations as to the contingent amounts potentially payable in respect of the debenture, a change in interest rates since the debentures were issued, or both, and allocate the difference accordingly. Adjustments allocated to a change in interest rates will cause, as the case may be, a "positive adjustment" or a "negative adjustment" to a holder's interest inclusion. If the purchase price of a debenture is less than its adjusted issue price, a positive adjustment will result, and if the purchase price is more than the adjusted issue price of a debenture, a negative adjustment will result. To the extent that an adjustment is attributable to a change in interest rates, it must be reasonably allocated to the daily portions of interest over the remaining term of the debenture. To the extent that the difference between a holder's purchase price for the debenture and the adjusted issue price of the debenture is attributable to a change in expectations as to the contingent amounts potentially payable in respect of the debenture (and not to a change in the market interest rates), such holder will be required to reasonably allocate that difference to the contingent payments. Adjustments allocated to the contingent payments will be taken into account when the contingent payments are made. Any negative or positive adjustment of the kind described above made by a holder will decrease or increase, respectively, the holder's tax basis in the debenture. Certain U.S. holders will receive Forms 1099-OID reporting interest accruals on their debentures. Those forms will not, however, reflect the effect of any positive or negative adjustments resulting from the purchase of a debenture in the secondary market at a price that differs from its adjusted issue price on the date of purchase. Holders are urged to consult their own tax advisors as to whether, and how, such adjustments should be made to the amounts reported on any Form 1099-OID. Constructive Distributions The conversion price of the debentures will be adjusted in certain circumstances. Under Section 305(c) of the Code, adjustments (or failures to make adjustments) that have the effect of increasing a holder's proportionate interest in our assets or earnings may in some circumstances result in a deemed distribution to the holder. Any deemed distributions will be taxable as a dividend, return of capital or capital gain in accordance with the earnings and profits rules under the Code. Non-U.S. Holders The following is a summary of the U.S. federal tax consequences that will apply to non-U.S. holders of debentures or shares of common stock. The term "non-U.S. holder" means a beneficial owner of a debenture or share of common stock that is not a U.S. holder. Special rules may apply to certain non-U.S. holders such as "controlled foreign corporations", "passive foreign investment companies", "foreign personal holding companies", corporations that accumulate earnings to 37 avoid federal income tax or, in certain circumstances, individuals that are U.S. expatriates. Such non-U.S. holders should consult their own tax advisors to determine the U.S. federal, state, local and other tax consequences that may be relevant to them. Payments with respect to the Debentures The 30% U.S. federal withholding tax will not apply to any payment to a holder of principal or interest

(including amounts taken into income under the accrual rules described above under "--U.S. Holders" and a payment of common stock pursuant to a conversion) on a debenture, provided that: . such holder does not actually or constructively own 10% or more of the total combined voting power of all classes of our stock that are entitled to vote within the meaning of Section 871(h)(3) of the Code; . such holder is not a controlled foreign corporation that is related to us through stock ownership; . such holder is not a bank whose receipt of interest (including original issue discount) on a debenture is described in Section 881(c)(3)(A) of the Code; . our common stock continues to be actively traded within the meaning of Section 871(h)(4)(C)(v)(1) of the Code and we are not a "U.S. real property holding corporation"; and . (a) such holder provides its name and address and certifies, under penalties of perjury, that it is not a U.S. person (which certification may be made on an IRS Form W-8BEN (or successor form)) or (b) such holder holds its debentures through certain foreign intermediaries and it satisfies the certification requirements of applicable U.S. Treasury regulations. Special certification rules apply to holders that are pass-through entities. If a holder cannot satisfy the requirements described above, payments of interest (including original issue discount) will be subject to the 30% U.S. federal withholding tax, unless we are provided with a properly executed (1) IRS Form W-8BEN (or successor form) claiming an exemption from or reduction in withholding under the benefit of an applicable tax treaty or (2) IRS Form W-8ECI (or successor form) stating that interest (including original issue discount) paid on the debentures is not subject to withholding tax because it is effectively connected with a holder's conduct of a trade or business in the United States. If a holder is engaged in a trade or business in the United States and interest (including original issue discount) on a debenture is effectively connected with the conduct of that trade or business, that holder will be subject to U.S. federal income tax on that interest on a net income basis (although exempt from the 30% withholding tax) in the same manner as if it were a U.S. person as defined under the Code. In addition, if a holder is a foreign corporation, it may be subject to a "branch profits tax" equal to 30% (or lower applicable treaty rate) of its earnings and profits for the taxable year, subject to adjustments, that are effectively connected with its conduct of a trade or business in the United States. For this purpose, interest (including original issue discount) will be included in the earnings and profits of such foreign corporation. Payments on Common Stock and Constructive Dividends Any dividends paid to a holder with respect to the shares of common stock (and any deemed dividends resulting from certain adjustments, or failure to make adjustments, to the number of shares of common stock to be issued upon conversion, see "--Constructive Distributions" above) will be subject to withholding tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business within the United States and, where a tax treaty applies, are attributable to a U.S. permanent establishment, are not subject to the withholding tax, but instead are subject to U.S. federal income tax on a net income basis at applicable graduated individual or corporate rates. Certain certification and disclosure requirements must be complied with in order for effectively connected income to be exempt from withholding. Any such effectively connected dividends received by a foreign 38 corporation may, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. A non-U.S. holder of shares of common stock who wishes to claim the benefit of an applicable treaty rate is required to satisfy applicable certification and other requirements. If a non-U.S. holder is eligible for a reduced rate of U.S. withholding tax pursuant to an income tax treaty, that holder may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS. As more fully described under "Description of Debentures--Registration Rights," upon the occurrence of certain enumerated events we may be required to pay additional amounts to the holders. Payments of such additional amounts may be subject to federal withholding. Sale, Exchange or Redemption of Shares of Common Stock Any gain realized upon the sale, exchange, redemption or other disposition of a share of common stock generally will not be subject to U.S. federal income tax unless: . that gain is effectively connected with the conduct of a trade or business in the United States by the non-U.S. holder; . the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or . we are or have been a "U.S. real property holding corporation" for U.S. federal income tax purposes. An individual non-U.S. holder described in the first bullet point above will be subject to U.S. federal income tax on the net gain derived from the sale. An individual non-U.S. holder described in the second bullet point above will be subject to a flat 30% U.S. federal income tax on the gain derived from the sale, which may be offset by U.S. source capital losses, even though the holder is not considered a resident of the United States. A non-U.S. holder that is a foreign corporation and is described in the first bullet point above will be subject to tax on gain under regular graduated U.S. federal income tax rates and, in addition, may be subject to a

"branch profits tax" at a 30% rate or a lower rate if so specified by an applicable income tax treaty. We believe that we are not and do not anticipate becoming a "U.S. real property holding corporation" for U.S. federal income tax purposes. U.S. Federal Estate Tax The U.S. federal estate tax will not apply to debentures owned by holders at the time of their death, provided that (1) they do not own 10% or more of the total combined voting power of all classes of our voting stock (within the meaning of the Code and the U.S. Treasury regulations) and (2) interest on the debentures would not have been, if received at the time of their death, effectively connected with their conduct of a trade or business in the United States. However, shares of common stock held by holders at the time of their death will be included in their gross estate for U.S. federal estate tax purposes unless an applicable estate tax treaty provides otherwise. Backup Withholding and Information Reporting For U.S. holders of debentures, information reporting requirements will generally apply to all payments we make to them and the proceeds from a sale of a debenture or share of common stock made to them, unless they are an exempt recipient such as a corporation. A backup withholding tax will apply to those payments if a holder fails to provide a taxpayer identification number, or a certification of exempt status, or if that holder fails to report in full interest income. 39 In general, a non-U.S. holder will not be subject to backup withholding and information reporting with respect to payments that we make to that holder provided that we do not have actual knowledge or reason to know the holder is a U.S. person and has given us the statement described above under "--Payments With Respect to the Debentures." We must report annually to the IRS and to each non-U.S. holder the amount of dividends paid to such holder and the tax withheld with respect to such dividends, regardless of whether withholding was required. In addition, a non-U.S. holder will not be subject to backup withholding or information reporting with respect to the proceeds of the sale of a debenture or share of common stock within the United States or conducted through certain U.S.-related financial intermediaries, if the payor receives the statement described above and does not have actual knowledge that such holder is a U.S. person, as defined under the Code, or the holder otherwise establishes an exemption. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a holder's U.S. federal income tax liability provided the required information is furnished to the IRS. 40 SELLING SECURITY HOLDERS We originally issued the debentures to the initial purchasers in a private placement in November 2001. The debentures were resold by the initial purchasers to qualified institutional buyers under Rule 144A of the Securities Act. Selling security holders may offer and sell the debentures and the underlying common stock pursuant to this prospectus. The following table sets forth information as of March 20, 2002 about the principal amount of debentures and the underlying common stock beneficially owned by each selling security holder that may be offered using this prospectus. Unless otherwise described below, to our knowledge, no selling security holder nor any of its affiliates has held any position or office with, been employed by or otherwise had any material relationship with us or our affiliates during the three years prior to the date of this prospectus. A selling security holder may offer all or some portion of the debentures and shares of common stock issuable upon conversion of the debentures from time to time. Accordingly, no estimate can be given as to the amount or percentage of debentures or shares that will be held by the selling security holders upon termination of any particular offering. See "Plan of Distribution." In addition, the selling security holders identified below may have sold, transferred or disposed of all or a portion of their debentures since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act. Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2) ----- Acacia Life Insurance Company..... \$ 180,000 * 5,587 * AIG/National Union Fire Insurance..... 225,000 * 6,983 * Alta Partners Holdings LDC..... 5,000,000 * 155,183 * American Country Insurance Company..... 250,000 * 7,759 * American Founders Life Insurance Company..... 350,000 * 10,863 * American Pioneer Life Insurance Company of New York..... 40,000 * 1,241 * American Progressive Life & Health Insurance Company of New York..... 40,000 * 1,241 * American Public Entity Excess Pool..... 40,000 * 1,241 * Ameritas Life Insurance Company..... 350,000 * 10,863 * AmerUS Life Insurance Company..... 1,000,000 * 31,037 * Arbitex Master Fund LP..... 21,000,000 1.83% 651,769 * Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd..... 14,500,000 1.26% 450,031 * Argent Classic Convertible Arbitrage Fund L.P..... 6,000,000 * 186,220 * Argent Convertible Arbitrage Fund Ltd..... 11,000,000 * 341,403 * Argent LowLev Convertible Arbitrage Fund LLC..... 1,000,000 * 31,037 * Arkansas PERS..... 670,000 * 20,795 * Arkansas Teachers

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Retirement System..... 3,237,000 * 100,466 * Associated Electric & Gas Insurance Services Limited 1,300,000 * 40,348 * Attorneys' Title Insurance Fund Inc..... 200,000 * 6,207 * Baltimore Life Insurance Company..... 230,000 * 7,138 * Banc of America Securities LLC (3)..... 8,400,000 * 260,708 *(4) Bank Austria Cayman Islands Ltd..... 12,035,000 1.05% 373,526 * 41 Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2)

----- Bankers Trust Company Trustee for DaimlerChrysler Corp Emp#1 Pension Plan dtd 4/1/89..... 4,400,000 * 136,561 * Baptist Health of South Florida..... 509,000 * 15,798 * Bay County PERS..... 85,000 * 2,638 * BCS Life Insurance Company..... 550,000 * 17,070 * Bear, Stearns & Co. Inc..... 9,000,000 * 279,330 * BH Trading PCC Ltd. (Palladin)..... 250,000 * 7,759 * BN Convertible Securities Top Fund..... 330,000 * 10,242 * BNP Paribas Equity Strategies SNC (5)..... 36,400,000 3.17% 1,129,733 *(6) Boilermakers Blacksmith Pension Trust..... 845,000 * 26,226 * Buckeye State Mutual Insurance Company..... 10,000 * 310 * CA State Automobile Assn Inter-Insurance..... 1,000,000 * 31,037 * CALAMOS(R) Market Neutral Fund--CALAMOS(R) Investment Trust..... 12,500,000 1.09% 387,958 * Castle Convertible Fund, Inc..... 500,000 * 15,518 * Catholic Family Life Insurance Company..... 150,000 * 4,655 * Catholic Mutual Relief Society of America..... 350,000 * 10,863 * Catholic Mutual Relief Society of America Retirement Plan and Trust..... 350,000 * 10,863 * Catholic Relief Insurance Company of America..... 250,000 * 7,759 * Celina Mutual Insurance Company..... 10,000 * 310 * Central States Health and Life Company of Omaha..... 210,000 * 6,518 * CFFX, LLC..... 6,400,000 * 198,634 * Cheyne Capital Management Limited..... 7,800,000 * 242,086 * Chrysler Corporation Master Retirement Trust..... 4,465,000 * 138,579 * Chrysler Insurance Company..... 750,000 * 23,277 * CIBC WG International Arbitrage..... 20,000,000 1.74% 620,732 * Classics Fund Ltd..... 270,000 * 8,380 * Clinton Multistrategy Master Fund, Ltd..... 5,500,000 * 170,701 * Clinton Riverside Convertible Portfolio Limited..... 5,500,000 * 170,701 * Colonial Life Insurance Company of Texas..... 20,000 * 621 * Colonial Lloyd Insurance Company..... 5,000 * 155 * Commonwealth Dealers--CDLIC..... 100,000 * 3,104 * Concord Life Insurance Company..... 180,000 * 5,587 * Consec Annuity Assurance--Multi-Bucket Annuity Convertible Bond Fund..... 4,750,000 * 147,424 * Consec Fund Group--Convertible Securities Fund..... 500,000 * 15,518 * Consulting Group Capital Markets Funds..... 600,000 * 18,622 * Continental Assurance Company on behalf of its separate account (E)..... 600,000 * 18,622 * Continental Casualty Company..... 4,400,000 * 136,561 * Cooper Neff Convertible Strategies Fund, LP..... 10,920,000 * 338,920 * Credit Lyonnais Securities (USA) Inc..... 3,000,000 * 93,110 * Credit Suisse Asset Management..... 1,000,000 * 31,037 * Credit Suisse First Boston Corporation (7)..... 4,962,000 * 154,004 * Credit Suisse First Boston, London Branch (7)..... 15,575,000 1.35% 483,395 * CSA Fraternal Life Insurance Company..... 70,000 * 2,173 * 42 Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2)

----- Cumberland Insurance Company..... 50,000 * 1,552 * Cumberland Mutual Fire Insurance Company..... 150,000 * 4,655 * Deam Convertible FD..... 6,250,000 * 193,979 * Delaware Group Premium Fund--Convertible Securities Series..... 200,000 * 6,207 * Delaware PERS..... 945,000 * 29,330 * Delta Air Lines Master Trust..... 1,165,000 * 36,158 * Delta Pilots D&S Trust..... 570,000 * 17,691 * Deutsche Banc Alex. Brown Inc. (8)..... 82,250,000 7.15% 2,552,762 * Dodeca Fund, LP..... 1,500,000 * 46,555 * Duke Endowment..... 170,000 * 5,276 * Durango Investments L.P..... 2,000,000 * 62,073 * Eagle Pacific Insurance Company..... 100,000 * 3,104 * Educators Mutual Life Insurance Company..... 200,000 * 6,207 * Employees Retirement of N.O. Sewer/Water Board..... 725,000 * 22,502 * Engineers Joint Pension Fund..... 437,000 * 13,563 * F.R. Conv. Sec. Fn..... 95,000 * 2,948 * Family Service Life Insurance Co..... 300,000 * 9,311 * Farmers Home Mutual Insurance Company..... 300,000 * 9,311 * Farmers Mutual Protective Association of Texas..... 70,000 * 2,173 * Federated Equity Funds, on behalf of its Federated New Economy

Explanation of Responses:

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Fund..... 200,000 * 6,207 * Federated Rural Electric Insurance Exchange..... 250,000 * 7,759 * Fidelity Advisor Series I: Fidelity Advisor Balanced Fund (9)..... 1,140,000 * 35,382 * Fidelity Advisor Series I: Fidelity Advisor Dividend Growth Fund (9)..... 1,287,000 * 39,944 * Fidelity Advisor Series I: Fidelity Advisor Equity Value Fund (9)..... 54,000 * 1,676 * Fidelity Advisor Series I: Fidelity Advisor Growth & Income Fund (9)..... 1,200,000 * 37,244 * Fidelity Charles Street Trust: Fidelity Asset Manager (9)..... 6,330,000 * 196,462 * Fidelity Charles Street Trust: Fidelity Asset Manager: Growth (9)..... 3,090,000 * 95,903 * Fidelity Charles Street Trust: Fidelity Asset Manager: Income (9)..... 200,000 * 6,207 * Fidelity Commonwealth Trust: Fidelity Mid-Cap Stock Fund (9)..... 3,500,000 * 108,628 *(10) Fidelity Devonshire Trust: Fidelity Equity-Income Fund (9)..... 14,330,000 1.25% 444,755 * Fidelity Financial Trust: Fidelity Convertible Securities Fund (9)..... 15,920,000 1.38% 494,103 * Fidelity Financial Trust: Fidelity Equity-Income II Fund (9)..... 30,160,000 2.62% 936,065 * Fidelity Management Trust Company on behalf of accounts managed by it (9)..... 4,320,000 * 134,078 3.42%(11) Fidelity Puritan Trust: Fidelity Puritan Fund (9)..... 8,250,000 * 256,052 * Fidelity Securities Fund: Fidelity Dividend Growth Fund (9)..... 8,100,000 * 251,397 * 43 Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2) ----- Fidelity Securities Fund: Fidelity Growth & Income Portfolio (9)..... 32,200,000 2.80% 999,379 * First Dakota Indemnity Company..... 10,000 * 310 * First Mercury Insurance Company..... 500,000 * 15,518 * First Union National Bank..... 44,000,000 3.83% 1,365,611 * First Union Securities Inc..... 19,850,000 1.73% 616,077 * Founders Insurance Company..... 20,000 * 621 * Franklin and Marshall College..... 255,000 * 7,914 * Fundamental Investors, Inc..... 10,370,000 * 321,850 *(12) Global Bermuda Limited Partnership..... 1,650,000 * 51,210 * Goldman, Sachs & Co. (13)..... 5,830,000 * 180,944 * Goodville Mutual Casualty Company..... 30,000 * 931 * Grace Brothers Management, LLC..... 3,250,000 * 100,869 * Grain Dealers Mutual Insurance..... 150,000 * 4,655 * Granville Capital Corporation..... 22,000,000 1.91% 682,806 * Guarantee Trust Life Insurance Company..... 1,000,000 * 31,037 * Guaranty Income Life Insurance Company..... 350,000 * 10,863 * Guardian Life Insurance Co..... 11,200,000 * 347,610 * Guardian Pension Trust..... 1,000,000 * 31,037 * Gulf Investment Corporation..... 160,000 * 4,966 * Hannover Life Reassurance Company of America 750,000 * 23,277 * HFR CA Select Fund..... 250,000 * 7,759 * HFR Master Fund, Ltd..... 75,000 * 2,328 * Holy Family Society..... 80,000 * 2,483 * ICI American Holdings Trust..... 340,000 * 10,552 * IL Annuity and Insurance Company..... 1,000,000 * 31,037 * Indiana Lumbermens Mutual Insurance Company. 450,000 * 13,966 * Innovest Finanzdienstleistungs AG..... 550,000 * 17,070 * Integrity Mutual Insurance Company..... 300,000 * 9,311 * ISBA Mutual Insurance Company..... 110,000 * 3,414 * J.P. Morgan Securities Inc. (14)..... 6,145,000 * 190,720 *(15) JMG Convertible Investments, LP..... 5,500,000 * 170,701 * JMG Triton Offshore Fund, Ltd..... 2,000,000 * 62,073 * Kanawha Insurance Company..... 500,000 * 15,518 * KBC Financial Products USA Inc..... 1,950,000 * 60,521 * Kelvin Engineering Limited..... 365,000 * 11,328 * Koch Industries Inc. Master Pension Trust... 400,000 * 12,415 * Lakeshore International Ltd..... 6,600,000 * 204,842 * Lancer Securities Cayman..... 500,000 * 15,518 * Landmark Life Insurance Company..... 70,000 * 2,173 * Lebanon Mutual Insurance Company..... 70,000 * 2,173 * Lincoln Heritage Life Insurance Company..... 50,000 * 1,552 * Lincoln Individual/Memorial Life Insurance Company..... 100,000 * 3,104 * Lipper Convertibles L.P..... 17,600,000 1.53% 546,245 * Lipper Offshore Convertibles, L.P..... 11,400,000 * 353,818 * Lord Abbott Bond Debenture Fund..... 3,500,000 * 108,628 * Louisiana CCRF..... 120,000 * 3,724 * 44 Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2) ----- Loyal Christian Benefit Association..... 180,000 * 5,587 * Lumberman's Mutual Casualty..... 627,000 * 19,460 * Lutheran Brotherhood..... 3,000,000 * 93,110 *(16) Lyxor Master Fund Ref: Argent/LowLev CB..... 1,000,000 * 31,037 * Main Street America Assurance Company..... 400,000 * 12,415 * Main Street America Holdings..... 400,000 * 12,415 * Marquette Indemnity and Life Insurance Company..... 80,000 *

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2,483 * Medico Life Insurance Company..... 700,000 * 21,726 * Medmarc Insurance Company..... 300,000 * 9,311 * Merrill Lynch, Pierce, Fenner & Smith, Inc..... 1,258,000 * 39,044 * Michigan Mutual Insurance Company..... 600,000 * 18,622 * Michigan Professional Insurance Exchange..... 100,000 * 3,104 * Microsoft Corporation..... 1,490,000 * 46,245 * Mid America Life Insurance Company..... 25,000 * 776 * Middle Cities Risk Management Trust..... 150,000 * 4,655 * Mid-State Surety Company..... 40,000 * 1,241 * MILIC/Woodsmill Limited 1..... 15,000 * 466 * MILIC/Woodsmill Limited 2..... 5,000 * 155 * MLQA Convertible Securities Arbitrage Ltd..... 18,000,000 1.57% 558,659 * Morgan Stanley & Co. (17)..... 10,000,000 * 310,366 * Morgan Stanley Dean Witter Convertible Securities Trust..... 2,500,000 * 77,592 * Motion Picture Industry Health Plan--Active Member Fund..... 310,000 * 9,621 * Motion Picture Industry Health Plan--Retiree Member Fund..... 155,000 * 4,811 * Motion Pictures Industry..... 507,000 * 15,736 * Mutual Protective Insurance Company..... 900,000 * 27,933 * National Grange Mutual Insurance Company..... 520,000 * 16,139 * National Mutual Insurance Company..... 15,000 * 466 * NCMIC..... 500,000 * 15,518 * New Era Life Insurance Company..... 250,000 * 7,759 * NHS Services (Cayman) Inc..... 20,000,000 1.74% 620,732 * Nicholas Applegate Convertible Fund..... 1,460,000 * 45,313 * Nicholas Applegate Global Holdings LP..... 35,000 * 1,086 * Nicholas Applegate Investment Grade Convertible.... 15,000 * 466 * Oak Casualty Insurance Company..... 30,000 * 931 * Oakwood Healthcare Inc..... 195,000 * 6,052 * OCM Convertible Trust..... 2,475,000 * 76,816 * Ondeo Nalco..... 45,000 * 1,397 * Onex Industrial Partners Limited..... 4,000,000 * 124,146 * Pacific Eagle Insurance Company..... 60,000 * 1,862 * Palladin Securities LLC..... 2,000,000 * 62,073 * Partner Reinsurance Company Ltd..... 535,000 * 16,605 * Pebble Capital Inc..... 500,000 * 15,518 * Phico Insurance Company..... 500,000 * 15,518 * Physicians Life..... 169,000 * 5,245 * 45 Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2)

----- Physicians Life Insurance Company..... 300,000 * 9,311 * Physicians Mutual Insurance Company..... 300,000 * 9,311 * PIMCO Convertible Fund..... 1,150,000 * 35,692 * Pioneer Insurance Company..... 80,000 * 2,483 * Premera Blue Cross..... 1,200,000 * 37,244 * Qwest Occupational Health Trust..... 145,000 * 4,500 * Radian Asset Guaranty..... 2,450,000 * 76,040 * Radian Guaranty Inc..... 3,050,000 * 94,662 * Ramius Capital Group..... 595,000 * 18,467 * RCG Halifax Master Fund, Ltd..... 400,000 * 12,415 * RCG Latitude Master Fund Ltd..... 3,865,000 * 119,957 * RCG Multi Strategy LP..... 700,000 * 21,726 * Republic Mutual Insurance Company..... 10,000 * 310 * RET Pension Plan of the CA State Automobile..... 250,000 * 7,759 * Robertson Stephens..... 17,000,000 1.48% 527,623 * Salomon Brothers Asset Management, Inc..... 28,000,000 2.43% 869,025 * Salomon Smith Barney Inc. (18)..... 3,141,000 * 97,486 * San Diego City Retirement..... 1,014,000 * 31,471 * San Diego County Convertible..... 1,536,000 * 47,672 * San Diego County Employees Retirement Association 1,000,000 * 31,037 * Scor Life Re Convertible Program..... 250,000 * 7,759 * Screen Actors Guild Pension Convertible..... 465,000 * 14,432 * SG Hambros Trust Company Ltd. as trustee of the Lyxor Master Fund..... 500,000 * 15,518 * Siemens/Convertible Global--Markets..... 1,250,000 * 38,796 * Silverado Arbitrage Trading, Ltd..... 1,000 * 31 * SilverCreek II Limited..... 2,500,000 * 77,592 * SilverCreek Limited Partnership..... 2,000,000 * 62,073 * Southern Farm Bureau Life Insurance..... 800,000 * 24,829 * Standard Mutual Insurance Company..... 220,000 * 6,828 * Starvest Combined Portfolio..... 245,000 * 7,604 * Starvest Managed Portfolio..... 50,000 * 1,552 * State Employees' Retirement Fund of the State of Delaware..... 1,595,000 * 49,503 * State National Insurance Company..... 50,000 * 1,552 * State of Connecticut Combined Investment Funds... 3,495,000 * 108,473 * State of Florida Division of Treasury..... 1,150,000 * 35,692 * State of Oregon--Equity..... 3,080,000 * 95,593 * State Street Bank Custodian for GE Pension Trust. 2,015,000 * 62,539 * Sturgeon Limited..... 4,680,000 * 145,251 * Syngenta AG..... 175,000 * 5,431 * TCW Group, Inc..... 41,735,000 3.63% 1,295,313 * TD Securities (USA) Inc..... 36,750,000 3.20% 1,140,596 * Teachers Insurance and Annuity Association..... 8,000,000 * 248,293 * Texas Builders Insurance

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Company..... 150,000 * 4,655 * Texas Hospital Insurance Exchange..... 25,000 * 776 * The Class I C Company..... 2,000,000 * 62,073 * 46 Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2) -----
----- The Green Tree Perpetual Assurance Company..... 130,000 * 4,035 * The Income Fund of America, Inc..... 30,185,000 2.62% 936,840 * The Investment Company of America..... 4,445,000 * 137,958 *(19) The Philanthropic Mutual Life Insurance Company..... 80,000 * 2,483 * TransGuard Insurance Company of America, Inc..... 650,000 * 20,174 * Travelers: Travelers Equity Income..... 520,000 * 16,139 * UBS AG London Branch..... 45,000,000 3.91% 1,396,648 * UBS O'Connor LLC f/b/o UBS Global Convertible Portfolio..... 250,000 * 7,759 * UBS O'Connor LLC f/b/o UBS Global Equity Arbitrage Master Ltd..... 10,000,000 * 310,366 * UFJ Investments Asia Limited..... 2,500,000 * 77,592 * United National Insurance Company..... 250,000 * 7,759 * Van Kampen Harbor Fund..... 4,500,000 * 139,665 *(20) Variable Insurance Products Fund II: Asset Manager: Growth Portfolio..... 140,000 * 4,345 * Variable Insurance Products Fund III: Balanced Portfolio..... 170,000 * 5,276 * Variable Insurance Products Fund: Asset Manager Portfolio..... 910,000 * 28,243 * Variable Insurance Products Fund: Equity-Income Portfolio..... 6,670,000 * 207,014 * Variable Insurance Products Fund: Value Portfolio... 6,000 * 186 * Vermogensverwaltung Des Kantons Zurich..... 1,650,000 * 51,210 * VESTA-INEX Insurance Exchange IASA..... 220,000 * 6,828 * Victory Capital Management as Agent for the Charitable Convertible Securities Fund..... 1,350,000 * 41,899 * Victory Capital Management as Agent for the Charitable Income Fund..... 190,000 * 5,897 * Victory Capital Management as Agent for the EB Convertible Securities Fund..... 1,350,000 * 41,899 * Victory Capital Management as Agent for the Field Foundation of Illinois..... 70,000 * 2,173 * Victory Capital Management as Agent for the GenCorp Foundation..... 55,000 * 1,707 * Victory Capital Management as Agent for the Key Trust Convertible Securities Fund..... 235,000 * 7,294 * Victory Capital Management as Agent for the Key Trust Fixed Income Fund..... 300,000 * 9,311 * Victory Capital Management as Agent for the Parker Key/Convertible..... 670,000 * 20,795 * Victory Capital Management as Agent for the Victory Convertible Securities Fund..... 325,000 * 10,087 * Victory Capital Management as Investment Advisor for the Union Security Life Insurance Co..... 40,000 * 1,241 * Victory Capital Management as Investment Manager for CompSource Oklahoma..... 200,000 * 6,207 * 47 Principal Amount of Number of Debentures Shares of Beneficially Percentage of Common Stock Percentage of Owned That Debentures That May Be Common Stock Name of Selling Security Holder May Be Sold Outstanding Sold (1) Outstanding (2) -----
----- Victory Capital Management as Investment Manager for Georgia Municipal Employees Retirement Trust Fdn..... 1,000,000 * 31,037 * Victory Capital Management as Investment Manager for Health Foundation of Greater Cincinnati..... 200,000 * 6,207 * Victory Capital Management as Investment Manager for Potlatch..... 950,000 * 29,485 * Victory Capital Management as Investment Manager for the California State Auto Assoc Inter-Insurance 480,000 * 14,898 * Victory Capital Management as Investment Manager for the California State Auto Assoc Retirement Pension Plan..... 100,000 * 3,104 * Victory Capital Management as Investment Manager for the Special Dist of Oregon Conv Secu..... 25,000 * 776 * Wake Forest University..... 632,000 * 19,615 * Wake Forest University Convertible Arbitrage..... 395,000 * 12,259 * West Virginia Fire Insurance Company..... 5,000 * 155 * Western Home Insurance Company..... 100,000 * 3,104 * Westward Life Insurance Company..... 150,000 * 4,655 * White River Securities L.L.C..... 9,000,000 * 279,330 * Wisconsin Lawyers Mutual Insurance Company..... 100,000 * 3,104 * Wisconsin Mutual Insurance Company..... 140,000 * 4,345 * World Insurance Company..... 200,000 * 6,207 * Writers Guild--Industry Health Fund..... 274,000 * 8,504 * Wyoming State Treasurer..... 904,000 * 28,057 * Zazove Hedged Convertible Fund L.P..... 3,000,000 * 93,110 * Zazove Income Fund L.P..... 2,000,000 * 62,073 * Zeneca Holdings Trust..... 240,000 * 7,449 * Zurich Institutional Benchmark Master Fund Ltd..... 2,000,000 * 62,073 * Zurich Institutional Benchmarks Master Fund Ltd..... 2,500,000 * 77,592 * Any other holder of debentures or future transferee, pledgee, donee or successor of any holder (21)..... 94,610,000 8.23% 2,936,375 *(22) ----- * Less than 1%. (1) Assumes conversion of all of the

Explanation of Responses:

holders' debentures at a conversion price of \$32.22 per share of common stock. This conversion price, however, is subject to adjustment as described under the section captioned "Description of Debentures" in this prospectus. Accordingly, the amount of common stock issuable upon conversion of the debentures may increase or decrease in the future. (2) Calculated based on Rule 13d-3(d) of the Exchange Act, using 464,041,169 shares of common stock outstanding as of February 28, 2002. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's debentures. We did not, however, assume the conversion of any other holder's debentures. Except as otherwise indicated, none of the selling security holders beneficially owns any of our common stock other than the shares of common stock issuable upon conversion of the debentures. (3) Banc of America Securities LLC acted as a co-manager in the private placement of our debentures, and its affiliate, Bank of America, N.A., is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. 48 (4) Includes 10,100 shares of our common stock beneficially owned by Banc of America Securities LLC in addition to the shares of common stock that it will own upon the conversion of the debentures. (5) BNP Paribas Equity Strategies SNC's affiliate, BNP Paribas, is a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. (6) Includes 131,841 shares of our common stock beneficially owned by BNP Paribas Equity Strategies SNC in addition to the shares of common stock that it will own upon the conversion of the debentures. (7) Credit Suisse First Boston Corporation acted as a lead manager in the private placement of our debentures, and its affiliate, Credit Suisse First Boston, is the documentation agent and a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and the documentation agent and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. (8) Deutsche Banc Alex. Brown Inc. acted as a co-manager in the private placement of our debentures, and its affiliate, Deutsche Bank AG, is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. (9) An affiliate of this entity, Fidelity Management Trust Company, serves as trustee for both our 401(k) plan and our deferred compensation plan. Another affiliate of this entity administers our payroll and provides certain administrative services for our health and welfare plans. (10) Includes 200,600 shares of our common stock beneficially owned by Fidelity Commonwealth Trust: Fidelity Mid-Cap Stock Fund in addition to the shares of common stock that it will own upon the conversion of the debentures. (11) Includes 15,750,822 shares of our common stock beneficially owned by Fidelity Management Trust Company in addition to the shares of common stock that it will own upon the conversion of the debentures. (12) Includes 2,500,000 shares of our common stock beneficially owned by Fundamental Investors, Inc. in addition to the shares of common stock that it will own upon the conversion of the debentures. (13) Goldman, Sachs & Co. served as a lead underwriter in our initial public offering and has, from time to time, provided other financial advisory services to us. (14) J.P. Morgan Securities Inc. acted as a lead manager in the private placement of our debentures and is the syndication agent under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and the syndication agent under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. Moreover, its affiliate, JP Morgan Chase Bank (formerly known as The Chase Manhattan Bank), is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. (15) Includes 103,430 shares of our common stock beneficially owned by J.P. Morgan Securities Inc. in addition to the shares of common stock that it will own upon the conversion of the debentures. (16) Includes 14,344 shares of our common stock beneficially owned by Lutheran Brotherhood in addition to the shares of common stock that it will own upon the conversion of the debentures. (17) Morgan Stanley & Co. Incorporated served as a lead underwriter in our initial public offering and has, from time to time, provided other financial advisory services to us. (18) Salomon Smith Barney Inc. acted as a lead manager in the private placement of our debentures and is the lead arranger and sole book manager under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and the lead arranger and sole book manager under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. An affiliate of Salomon Smith Barney Inc., Citicorp USA, Inc., is the administrative agent and a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and the administrative agent and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended. (19) Includes 2,939,080 shares of our common stock beneficially owned

by The Investment Company of America in addition to the shares of common stock that it will own upon the conversion of the debentures. (20) Includes 1,449 shares of our common stock beneficially owned by Van Kampen Life Investment Trust Asset Allocation Portfolio in addition to the shares of common stock that Van Kampen Harbor Fund will own upon the conversion of the debentures. 49 (21) Information about other selling security holders will be set forth in prospectus supplements, if required. (22) Assumes that other holders of debentures, or future transferees, pledgees, donees or successors of any such other holders of debentures, do not beneficially own any common stock other than the common stock issuable upon conversion of the debentures at the initial conversion rate. We prepared the above table based on the information supplied to us by the selling security holders named in the table. Those holders may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their debentures since they supplied the information to us. The information listed in the table, therefore, may change over time. If required, we will set forth any changed information in prospectus supplements. 50 PLAN OF DISTRIBUTION The debentures and the common stock into which the debentures are convertible are being registered to permit public secondary trading of these securities by the holders thereof from time to time after the date of this prospectus. We will not receive any of the proceeds from the sale of the debentures or the common stock by selling security holders. The selling security holders, including their pledgees or donees, may sell the debentures and the common stock directly to purchasers or through underwriters, broker-dealers or agents. If the debentures or the common stock are sold through underwriters or broker-dealers, the selling security holder will be responsible for underwriting discounts or commissions or agent's commissions. These discounts, concessions or commissions as to any particular underwriter, broker-dealer or agent may be in excess of those customary in the types of transactions involved. The debentures and the common stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of sale, at varying prices determined at the time of sale, or at negotiated prices. Sales may be effected in transactions, which may involve block transactions or crosses: . on any national securities exchange or quotation service on which the debentures or the common stock may be listed or quoted at the time of sale; . in the over-the-counter market; . in transactions otherwise than on exchanges or quotation services or in the over-the-counter market; or . through the writing of options. In connection with sales of the debentures and the common stock or otherwise, the selling security holders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the debentures and the common stock in the course of hedging the positions they assume. The selling security holders may also sell short the debentures and the common stock and deliver the debentures or the common stock to close out short positions, or loan or pledge the debentures or the common stock to broker-dealers that in turn may sell the securities. The aggregate proceeds to the selling security holders from the sale of the debentures or common stock offered by them hereby will be the purchase price of the debentures or common stock less discounts and commissions, if any. Each of the selling security holders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of debentures or common stock to be made directly or through agents. We will not receive any of the proceeds from this offering. We estimate that the expenses for which we will be responsible in connection with this offering will be approximately \$1 million. In order to comply with the securities laws of some states, if applicable, the debentures and common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the debentures and common stock may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with. The selling security holders and any underwriters, broker-dealers or agents that participate in the sale of the debentures and common stock may be "underwriters" within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. Selling security holders who are "underwriters" within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act. They may also be subject to certain statutory liabilities, including, but not limited to, those of Sections 11, 12 and 17 of the Securities Act and Rule 10b-5 under the Exchange Act. The selling security holders have acknowledged that they understand their obligations to comply with the provisions of the Exchange Act and the rules thereunder relating to stock manipulation, particularly Regulation M. 51 We are not aware of any plans, arrangements or understandings between any selling security holders and any underwriter, broker-dealer or agent regarding the sale of the debentures and the common stock by the selling security holders. We do not assure you that the selling security holders will sell any or all of the debentures and the common stock offered by them pursuant to this prospectus. In addition, we do not assure you that any selling security holder

will not transfer, devise or gift the debentures and the common stock by other means not described in this prospectus. Moreover, any securities covered by this prospectus that qualify for sale pursuant to Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than pursuant to this prospectus. Our common stock is quoted on the New York Stock Exchange under the symbol "A." We do not intend to apply for listing of the debentures on any securities exchange or other stock market. Accordingly, we give you no assurance as to the development of liquidity or any trading market for the debentures. See "Risk Factors--A public market may not develop for the debentures." To the extent required, the specific debentures or common stock to be sold, the names of the selling security holders, the respective purchase prices and public offering prices, the names of any agent, dealer or underwriter and any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement. We entered into a registration rights agreement for the benefit of the holders of the securities to register their debentures and common stock under applicable federal and state securities laws under specific circumstances and at specific times. The registration rights agreement provides for cross-indemnification of the selling security holders and us and their and our respective directors, officers and controlling persons against specific liabilities in connection with the offer and sale of the debentures and the common stock, including liabilities under the Securities Act. We have agreed, among other things, to bear all expenses (other than underwriting discounts and selling commissions) in connection with the registration and sale of the debentures and the common stock covered by this prospectus.

LEGAL MATTERS The validity of the debentures and the shares of common stock offered hereby and certain tax matters will be passed upon for us by Simpson Thacher & Bartlett, Palo Alto, California.

EXPERTS The consolidated financial statements incorporated in this prospectus by reference to the Annual Report on Form 10-K/A of Agilent Technologies, Inc. for the year ended October 31, 2001 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

52 [LOGO OF AGILENT TECHNOLOGIES] PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION. Agilent estimates that the expenses payable by it in connection with the offerings described in this Registration Statement will be as follows:

Registration fee.....	\$ 105,800	Printing and engraving expenses.....	\$ 70,000
Accounting fees and expenses.....	\$ 12,000	Legal fees and expenses.....	\$ 321,000
Trustee and transfer agent fees and expenses.....	\$ 6,000	Rating agency fees and expenses.....	\$ 463,000
Miscellaneous expenses.....	\$ 22,200		
Total.....	\$1,000,000		

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ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Agilent is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a Delaware corporation may indemnify persons who were, are or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against him and incurred by him in any such capacity, arising out of his status as such, whether or not the corporation would otherwise have the power to indemnify him under Section 145. Agilent's Certificate of Incorporation and Bylaws provide for the indemnification of officers and directors to the fullest extent permitted by the Delaware General Corporation Law. All of Agilent's directors and officers will be covered by insurance policies maintained by Agilent against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act of 1933. In addition, Agilent has entered into indemnity agreements with its directors and executive officers that obligate it to indemnify such directors and executive officers to the fullest extent permitted by the Delaware General Corporation Law.

ITEM 16. EXHIBITS. See Exhibit Index. **II-1**

ITEM 17. UNDERTAKINGS. (a) The undersigned registrant hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post effective amendment

to this registration statement: (i) To include any prospectus required by section 10(a)(3) of the Securities Act; (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 462(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement. provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, that are incorporated by reference in this registration statement. (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) The undersigned registrants hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of Agilent's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions set forth in response to Item 15, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. II-2 SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Palo Alto, State of California, on March 21, 2002. AGILENT TECHNOLOGIES, INC. Date: March 21, 2002 By: /S/ D. CRAIG NORDLUND ----- D. Craig Nordlund Senior Vice President, General Counsel and Secretary POWER OF ATTORNEY KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints D. Craig Nordlund and Marie Oh Huber or either of them, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities to sign any and all amendments to this registration statement (including post-effective statements), and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature Title Date ----- /S/ EDWARD W. BARNHOLT President, Chief Executive March 20, 2002
----- Officer and Director Edward W. Barnholt (Principal Executive Officer) /S/ GERALD
GRINSTEIN Non-Executive Chairman of the March 20, 2002 ----- Board of Directors Gerald
Grinstein /S/ ADRIAN T. DILLON Executive Vice President and March 20, 2002 ----- Chief
Financial Officer Adrian T. Dillon (Principal Financial Officer) /S/ DOROTHY D. HAYES Vice President and
Controller March 20, 2002 ----- (Principal Accounting Dorothy D. Hayes Officer) /S/ JAMES
CULLEN Director March 20, 2002 ----- James Cullen II-3 Signature Title Date -----
/S/ ROBERT J. HERBOLD Director March 20, 2002 ----- Robert J. Herbold /S/ WALTER B.
HEWLETT Director March 20, 2002 ----- Walter B. Hewlett /S/ HEIDI KUNZ Director March
20, 2002 ----- Heidi Kunz /S/ DAVID M. LAWRENCE Director March 20, 2002
----- David M. Lawrence /S/ A. BARRY RAND Director March 20, 2002 -----
A. Barry Rand II-4 INDEX TO EXHIBITS Exhibit Description ----- 4.1 Amended and Restated Certificate
of Incorporation. Incorporated by reference from Exhibit 3.1 of the Company's Registration Statement on Form S-1,
Registration No. 333-85249 ("S-1"). 4.2 Bylaws. Incorporated by reference from Exhibit 3.2 of the Company's S-1.
4.3 Indenture between Agilent Technologies, Inc. as Issuer and Citibank, N.A. as Trustee, dated as of November 27,
2001. Incorporated by reference from Exhibit 99.2 of the Company's Form 8-K filed November 27, 2001. 4.4
Registration Rights Agreement by and between Agilent Technologies, Inc. as Issuer and Credit Suisse First Boston
Corporation, J.P. Morgan Securities, Inc. and Salomon Smith Barney, Inc. as Initial Purchasers, dated as of November
27, 2001. Incorporated by reference from Exhibit 99.3 of the Company's Form 8-K filed November 27, 2001. 4.5
Form of Debenture (included in Exhibit 4.3). 5.1 Opinion of Counsel. 8.1 Tax Opinion of Simpson Thacher &
Bartlett. 12.1 Statement re Computation of Ratios. 23.1 Consent of PricewaterhouseCoopers LLP. 23.2 Consent of
Counsel (included in Opinion filed as Exhibit 5.1). 23.3 Consent of Simpson Thacher & Bartlett (included in Exhibit
8.1). 24.1 Power of Attorney (included on signature page hereto). 25.1 Form T-1 Statement of Eligibility under the
Trust Indenture Act of 1939 of Citibank, N.A., as Trustee under the Indenture.