NII HOLDINGS INC Form 424B3 October 08, 2004

Filed Pursuant to Rule 424(b)(3) Registration Number 333-114921

\$300,000,000

NII HOLDINGS, INC.

27/8% Convertible Notes Due 2034 and Shares of Common Stock

Issuable upon Conversion Thereof

Prospectus Supplement No. 5 dated October 8, 2004

to the Prospectus dated July 26, 2004

This prospectus supplement relates to an aggregate principal amount of \$300.0 million 2 7/8% convertible notes due 2034 and the 5,634,900 shares of our common stock issuable upon conversion of the notes. This prospectus supplement should be read in conjunction with and may not be delivered or utilized without our prospectus dated July 26, 2004, including any amendments or supplements thereto. The terms of the notes are set forth in the prospectus. The notes are not listed on any securities exchange. Our common stock is listed on the Nasdaq National Market under the symbol NIHD.

See Risk Factors beginning on page 5 of the prospectus for a discussion of certain risks that you should consider in connection with an investment in the notes.

We will not receive any of proceeds from the sale of notes or common stock by the selling security holders. The selling security holders may sell the notes or common stock either directly or through underwriters, broker-dealers or agents and in one or more transactions at market prices prevailing at the time of sale or at negotiated prices.

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

The table below sets forth additional information concerning beneficial ownership of the notes, the shares of common stock issuable upon conversion of the notes, and supplements and amends the table appearing under Selling Security Holders beginning on page 46 of the prospectus. To the extent that a selling security holder is listed in the table below and in the table appearing in the prospectus, the information set forth below regarding the selling security holder updates and amends the information in the prospectus.

	Principal Amount of Notes	Deventors	Shares of Common Stock Conversion Beneficially Shares of		Common Stock Owned Upon Completion of the Offering	
Name of Beneficial Owner	Beneficially Owned and Offered	Percentage of Notes Outstanding	Owned Prior to the Offering(1)	Common Stock Offered(2)	Number of Shares	Percentage(3)
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer	\$ 7,000	*		131		
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer Alcon Laboratories	\$ 6,000 \$407,000	*		112 7.644		
American Investors Life Insurance Co.	\$600,000	*		11,269		

Principal Amount of Notes Reneficially Percentage Reneficially Percentage Outstanding Officering Outstanding Outstan				Shares of		
Notes Notes Percentage Ownerline Notes Percentage Ownerline Offering Ownerline Offering Ownerline Owne		Principal		Common		Common Stock
Name of Beneficial Owner				G. I		
Name of Beneficial Owner Name of Beneficial Owner Offered Outstanding Olifering(1) Offered(2) Shares Percentage(3)						the
Name of Beneficial Owner Officered O				•		Offering
Name of Beneficial Owner		·	_			
Arapahoe County Colorado \$ 51,000 * 957 A/bitex Master Fund, LP \$14,700,000 4.90% 276,110 Argent Classic Convertible Arbitrage Fund II, LP \$ 390,000 * 7,325 Fund II, LP \$ 1,500,000 * 29,864 Argent Classic Convertible Arbitrage Fund, LP \$ 1,500,000 * 122,465 Argent Classic Convertible Arbitrage Germuda) Fund, Led \$ 1,500,000 * 17,468 Argent Classic Convertible Arbitrage Germuda) Fund, Led \$ 930,000 * 17,468 Argent Low Lev Convertible Arbitrage Fund, LLC \$ 930,000 * 1,52% 85,462 Argent Low Lev Convertible Arbitrage Fund, LLC \$ 150,000 * 2,817 Argent Low Lev Convertible Arbitrage II Fund, LLC \$ 150,000 * 2,817 Arkansas PERS \$ 850,000 * 1,52% Ardington County Employees Retirement System \$ 708,000 * 13,298 Ardington County Employees Retirement System \$ 105,000 * 13,298 Asante Health Systems \$ 105,000 * 4,883 ATSF-Transsmerica Convertible Securities \$ 9,000,000 3,00% 169,047 Artoneys Title Insurance Fund \$ 45,000 * 9,391 Boilermakers Blacksmith Pension Trust \$ 500,000 * 9,861 Barcort Convertible Fund, Inc. \$ 300,000 * 9,861 British Virgin Islands Social Security Bound Employees Master Fund, LL Canyon Value Realization MAC IS, Ltd. (RMF) \$ 2,100,000 * 17,5% 98,610 Canyon Capital Arbitrage Master Fund, LP, \$ 5,250,000 * 17,5% 98,610 Canyon Capital Arbitrage Master Fund, LP, \$ 5,250,000 * 17,5% 98,610 Canyon Capital Arbitrage Master Retirement Trust \$ 4,945,000 * 1,65% 92,881 City University of New York \$ 159,000 * 17,336 City University of New York \$ 159,000 * 2,2881 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City University of New York \$ 159,000 * 2,286 City Unive		Owned and	of Notes	to the	Stock	
Arbites Master Fund, L.P. Argent Classic Convertible Arbitrage Fund II, LP \$ 300,000	Name of Beneficial Owner	Offered	Outstanding	Offering(1)	Offered(2)	Percentage(3)
Arbites Master Fund, L.P. Argent Classic Convertible Arbitrage Fund II, LP \$ 300,000			· <u></u>			
Argent Classic Convertible Arbitrage Fund, II, LP S 390,000 * 7,325	Arapahoe County Colorado	\$ 51,000	*		957	
Fund II. P	Arbitex Master Fund, L.P.	\$14,700,000	4.90%		276,110	
Argeni Classic Convertible Arbitrage Fund, L.P. Argeni Classic Convertible Arbitrage (Bermuda) Fund, Ltd. Argeni Classic Convertible Arbitrage (Bermuda) Fund, Ltd. Argeni Low Lev Convertible Arbitrage Fund, LtC. S 930,000 * 17,468 Argeni Low Lev Convertible Arbitrage Fund, LtC. Argeni Low Lev Convertible Arbitrage Fund, LtC. S 150,000 * 1,52% Argeni Low Lev Convertible Arbitrage Fund, LtC. S 150,000 * 2,2817 Arkansa PERS Arbitrage IF India, LtC. S 150,000 * 1,52% Arkansa PERS Arbitrage IF India, LtC. S 150,000 * 15,965 Arlington County Employees Retirement System S 708,000 * 13,298 Assante Health Systems S 105,000 * 1,972 Astracenceal Holdings Pension S 260,000 * 1,972 Attracenceal Holdings Pension S 200,000 * 1,939 ATSI-Transamerica Convertible Securities S 9,000,000 * 1,939 Attracenceal Holdings Pension S 200,000 * 1,939 Attracenceal Holdings Pension S 200,000 * 1,939 Attracenceal Holdings Pension S 200,000 * 1,939 Attracenceal Holdings Pension S 3,000,000 * 1,939 Bancrin's Convertible Fund, Inc. S 500,000 * 9,391 Boilermakers Blacksmith Pension Trust S 525,000 * 9,861 British Virgin Islands Social Security Board S 81,000 * 1,52% BTOP Multi Strategy Master Portfolio, Ltd. Canyon Value Realization Fund, L.P. S 5,250,000 1,00% S 6,349 Canyon Value Realization Fund, L.P. S 5,250,000 1,00% S 6,349 Canyon Value Realization MAC 18, Ltd. CRMF) Canyon Value Realization MAC 18, Ltd. Canyon Value Realization	Argent Classic Convertible Arbitrage					
Fund, L.P. \$ 1,590,000 * 29,864 Argent Classic Convertible Arbitrage (Bermuda) Fund, Ltd. \$ 6,520,000 2.17% 122,465		\$ 390,000	*		7,325	
Argent Classic Convertible Arbitrage (Bermuda) Fund, Ltd. Argent Low Lev Convertible Arbitrage Fund, LtC. S 930,000						
Remuda Fund, Ltd.		\$ 1,590,000	*		29,864	
Argent Low Lev Convertible Arbitrage Fund, LLC \$930,000 \$1,52% \$85,462 Argent Low Lev Convertible Arbitrage Fund, LLC \$150,000 \$1,52% \$85,462 Argent Low Lev Convertible Arbitrage H Fund, LLC \$150,000 \$1,52% \$150,00	_					
Fund, LLC		\$ 6,520,000	2.17%		122,465	
Aragent Low Lev Convertible Arbitrage Fund, Ltd. Argent Low Lev Convertible Arbitrage II Fund, LLC Arkansas PERS Arkansas Arkansas Arkansas Arkansas Arkansa					4= 460	
Fund, Ltd.		\$ 930,000	*		17,468	
Argent Low Lev Convertible Arbitrage II Fund, LLC Arkansas PERS \$850,000 * 15,965 Arkansas PERS Arkansas PERS \$850,000 * 15,965 Arkansas PERS Arkansas PER		¢ 4.550.000	1.500		05.460	
Arkiarage II Fund, LLC		\$ 4,550,000	1.52%		85,462	
Arkansas PERS		¢ 150,000	*		2 017	
Arlington County Employees Retirement System \$708,000 * 13,298 Asante Health Systems \$105,000 * 1,972 Astrazencca Holdings Pension \$260,000 * 4,883 ATSF-Transamerica Convertible Securities \$9,000,000 \$3.00% \$169,047 Attorneys Title Insurance Fund \$45,000 * 9,391 Boilermakers Blacksmith Pension Trust \$525,000 * 9,861 British Virgin Islands Social Security Board BrOP Multi Strategy Master Portfolio, Ltd. \$3,000,000 \$1.00% \$6,349 Canyon Capital Arbitrage Master Fund Ltd. \$10,500,000 \$3.50% \$197,221 Canyon Value Realization Fund, L.P. \$5,250,000 \$1.75% \$98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$2,100,000 * 30,444 Chrysler Corporation Master Retirement Trust \$4,4945,000 \$1.65% \$92,881 City and County of San Francisco Retirement System \$1,560,000 * 29,301 City of New Orleans \$923,000 * 29,301 City of New Orleans \$923,000 * 1,7336 City University of New York \$159,000 * 2,986 Class C Trading Company, Ltd. \$460,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,066 Daimler Chrysler Copp. Emp. #1 Pension Plan DTD 4/1/89 \$5,165,000 \$1.72% \$90,000 Pelaware Public Employees Retirement	-					
System		\$ 830,000			13,903	
Asante Health Systems		\$ 708,000	*		13 298	
Astrazeneca Holdings Pension \$ 260,000 * 4,883 ATSF-Transamerica Convertible Securities \$ 9,000,000 3.00% 169,047 Attorneys Title Insurance Fund \$ 45,000 * 845 Bancroft Convertible Fund, Inc. \$ 500,000 * 9,391 Boilermakers Blacksmith Pension Trust \$ 525,000 * 9,861 British Virgin Islands Social Security Board \$ 81,000 * 1,521 BTOP Multi Strategy Master Portfolio, Ltd. \$ 3,000,000 1.00% 56,349 Canyon Capital Arbitrage Master Fund, Ltd. \$ 10,500,000 3.50% 197,221 Canyon Value Realization Fund, L.P. \$ 5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$ 2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$ 4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,8640 Commerz Bank AG \$ 11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,266 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 41/189 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081						
ATSF-Transamerica Convertible Securities \$9,000,000 3.00% 169,047			*			
Securities \$ 9,000,000 3.00% 169,047 Attorneys Title Insurance Fund \$ 45,000 * 845 Bancroft Convertible Fund, Inc. \$ 500,000 * 9,391 Boilermakers Blacksmith Pension Trust \$ 525,000 * 9,861 British Virgin Islands Social Security \$ 81,000 * 1,521 Barrof Multi Strategy Master Portfolio, Ltd. \$ 3,000,000 1.00% 56,349 Canyon Capital Arbitrage Master Fund, Ltd. \$ 10,500,000 3.50% 197,221 Canyon Value Realization Fund, L.P. \$ 5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$ 2,100,000 * 39,444 (RMF) \$ 2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$ 4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City Of New Orleans \$ 923,000 * 17,33	~	200,000			.,000	
Attorneys Title Insurance Fund		\$ 9,000,000	3.00%		169,047	
Bancroft Convertible Fund, Inc. \$500,000 * 9,391 Boilermakers Blacksmith Pension Trust \$525,000 * 9,861 British Virgin Islands Social Security Board \$81,000 * 1,521 BTOP Multi Strategy Master Portfolio, Ltd. \$3,000,000 1.00% 56,349 Canyon Capital Arbitrage Master Fund, Ltd. \$10,500,000 3.50% 197,221 Canyon Value Realization Fund, L.P. \$5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$1,560,000 * 29,301 City of New Orleans \$923,000 * 17,336 City University of New York \$159,000 * 2,986 Class C Trading Company, Ltd. \$460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$120,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$5,165,000 1.72% 97,014 Delaware PBRS \$590,000 * 11,081 Delaware Public Employees Retirement	Attorneys Title Insurance Fund		*			
Bortlinker's Historic	•	\$ 500,000	*		9,391	
Board	Boilermakers Blacksmith Pension Trust	\$ 525,000	*		9,861	
BTOP Multi Strategy Master Portfolio, Ltd. \$3,000,000 1.00% 56,349 Canyon Capital Arbitrage Master Fund, Ltd. \$10,500,000 3.50% 197,221 Canyon Value Realization Fund, L.P. \$5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$1,560,000 * 29,301 City of New Orleans \$923,000 * 17,336 City University of New York \$159,000 * 2,986 Class C Trading Company, Ltd. \$460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$120,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$5,165,000 1.72% 97,014 Delaware Public Employees Retirement	British Virgin Islands Social Security					
Ltd. \$ 3,000,000 1.00% 56,349 Canyon Capital Arbitrage Master Fund, Ltd. \$ 10,500,000 3.50% 197,221 Canyon Value Realization Fund, L.P. \$ 5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$ 2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$ 4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware Public Employees Retirement * 590,000 * 11,081		\$ 81,000	*		1,521	
Canyon Capital Arbitrage Master Fund, Ltd. \$10,500,000 3.50% 197,221 Canyon Value Realization Fund, L.P. \$5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$1,560,000 * 29,301 City of New Orleans \$923,000 * 17,336 City University of New York \$159,000 * 2,986 Class C Trading Company, Ltd. \$460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$120,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$5,165,000 1.72% 97,014 Delaware PERS \$590,000 * 11,081						
Ltd. \$10,500,000 3.50% 197,221 Canyon Value Realization Fund, L.P. \$5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$1,560,000 * 29,301 City of New Orleans \$923,000 * 17,336 City University of New York \$159,000 * 2,986 Class C Trading Company, Ltd. \$460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$120,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$5,165,000 1.72% 97,014 Delaware Public Employees Retirement \$50,000 * 11,081		\$ 3,000,000	1.00%		56,349	
Canyon Value Realization Fund, L.P. \$ 5,250,000 1.75% 98,610 Canyon Value Realization MAC 18, Ltd. (RMF) \$ 2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$ 4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$ 11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement						
Canyon Value Realization MAC 18, Ltd. (RMF) \$ 2,100,000 * 39,444 Chrysler Corporation Master Retirement Trust \$ 4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$ 11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement		. , ,				
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Chrysler Corporation Master Retirement Trust \$4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$1,560,000 * 29,301 City of New Orleans \$923,000 * 17,336 City University of New York \$159,000 * 2,986 Class C Trading Company, Ltd. \$460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$120,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$5,165,000 1.72% 97,014 Delaware PERS \$590,000 * 11,081 Delaware Public Employees Retirement	•	ф. 2 100 000	ىك		20.444	
Trust \$ 4,945,000 1.65% 92,881 City and County of San Francisco Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement * 11,081	. ,	\$ 2,100,000	*		39,444	
City and County of San Francisco Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement * * 11,081		¢ 4.045.000	1 6507		02 001	
Retirement System \$ 1,560,000 * 29,301 City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$ 11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement * * 11,081		\$ 4,945,000	1.03%		92,881	
City of New Orleans \$ 923,000 * 17,336 City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement		\$ 1.560,000	*		20.301	
City University of New York \$ 159,000 * 2,986 Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement * * *						
Class C Trading Company, Ltd. \$ 460,000 * 8,640 Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement * * *						
Commerz Bank AG \$11,000,000 3.67% 134,724 206,613 Credit Suisse First Boston \$120,000 * 2,253 Custom Investments PCC, Ltd. \$110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$5,165,000 1.72% 97,014 Delaware PERS \$590,000 * 11,081 Delaware Public Employees Retirement * * *			*			
Credit Suisse First Boston \$ 120,000 * 2,253 Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement * * *			3.67%	134.724		
Custom Investments PCC, Ltd. \$ 110,000 * 2,066 Daimler Chrysler Corp. Emp. #1 Pension \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement				10 1,721		
Daimler Chrysler Corp. Emp. #1 Pension Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement			*			
Plan DTD 4/1/89 \$ 5,165,000 1.72% 97,014 Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement					,	
Delaware PERS \$ 590,000 * 11,081 Delaware Public Employees Retirement		\$ 5,165,000	1.72%		97,014	
Delaware Public Employees Retirement						
	System	\$ 1,638,000	*		30,766	

Delta Airlines Master Trust	\$ 200,000	*	3.756
	. ,		- /
Deutsche Bank Securities, Inc.	\$ 2,421,000	*	45,473
DKR SoundShore Opportunity Holding			
Fund Ltd.	\$ 600,000	*	11,269
DKR SoundShore Strategic Holding			
Fund Ltd.	\$ 2,000,000	*	37,566
Dodeca Fund, L.P.	\$ 1,170,000	*	21,976
Duke Endowment	\$ 130,000	*	2,441
		2	

	Principal Amount of Notes		Shares of Common Stock Beneficially	Conversion Shares of	Common Stock Owned Upon Completion of the Offering	
	Beneficially	Percentage	Owned Prior	Common		
	Owned and	of Notes	to the	Stock	Number	
Name of Beneficial Owner	Offered	Outstanding	Offering(1)	Offered(2)	of Shares	Percentage(3)
Ellsworth Convertible Growth and Income						
Fund, Inc.	\$ 500,000	*		9,391		
Exis Differential Holdings Ltd.	\$ 6,000,000	2.00%		112,698		
Family Service Life Insurance Co. Fidelity Financial Trust: Fidelity	\$ 100,000	*		1,878		
Convertible Securities Fund	\$10,000,000	3.33%		187,830		
Franklin and Marshall College	\$ 290,000	*		5,447		
Froley Revy Investment Convertible						
Security Fund	\$ 70,000	*		1,314		
Grace Convertible Arbitrage Fund, Ltd.	\$ 7,000,000	2.33%		131,481		
Grady Hospital Foundation	\$ 137,000	*		2,573		
Guardian Life Insurance Co.	\$ 3,500,000	1.17%		65,740		
Guardian Pension Trust	\$ 300,000	*		5,634		
HFR CA Global Select Master Trust	* **			- 0-1		
Account	\$ 270,000	*		5,071		
Huntrise Capital Leveraged Partners, LLC	\$ 25,000	*		469		
ICI American Holdings Trust IDEX-Transamerica Convertible	\$ 175,000	*		3,287		
Securities Fund	\$ 4,500,000	1.50%		84,523		
Independence Blue Cross	\$ 744,000	*		13,974		
Inflective Convertible Opportunity Fund I,						
L.P.	\$ 550,000	*		10,330		
Inflective Convertible Opportunity Fund I,						
Limited	\$ 30,000	*		563		
ING Convertible Fund	\$ 1,000,000	*		18,783		
ING VP Convertible Portfolio	\$ 20,000	*		375		
Institutional Benchmarks Master Fund,	* • • • • • • • • • • • • • • • • • • •					
Ltd.	\$ 2,000,000	*		37,566		
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust	\$ 590,000	*		11,081		
International Truck & Engine Corporation	Ф. 170.000	*		2 102		
Retiree Health Benefit Trust	\$ 170,000	*		3,193		
International Truck & Engine Corporation Retirement Plan for Salaried Employees	\$ 630,000	*		11 022		
Trust JMG Capital Partners, L.P.	\$ 630,000 \$ 1,000,000	*		11,833 18,783		
JMG Capital Fathlers, L.F. JMG Triton Offshore Fund, Ltd.	\$ 1,000,000	*		18,783		
KBC Convertible MAC 18 Fund, Ltd.	\$ 1,000,000	*		50,714		
KBC Convertible Opportunity Fund	\$ 17,400,000	5.80%		326,824		
KBC Financial Products USA, Inc.	\$ 3,000,000	1.00%		56,349		
KBC Multi-Strategy Arbitrage Fund	\$ 8,400,000	2.80%		157,777		
LDG Limited	\$ 414,000	*		7,776		
Lexington Vantage Fund c/o TQA		*				
Investors, LLC	\$ 101,000 \$ 100,000	*		1,897		
Louisiana CCRF	\$ 100,000	71		1,878		
Lyxor/Inflective Convertible Opportunity	\$ 250,000	*		4,695		
Fund Limited	\$ 250,000 \$ 910,000	*		4,695 17,092		
Lyxor Master Fund Lyxor Master Fund c/o Arbitex Capital	ф 910,000	71		17,092		
Limited	\$ 300,000	*		5,634		

Man Convertible Bond Master Fund Ltd.

c/o Marin Capital Partners, LP	\$10,448,000	3.48%	196,244
McMahan Securities Co. L.P.	\$ 1,000,000	*	18,783

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			Shares of		Com	mon Stock
	Principal		Common			Dwned
	Amount of		Stock	Conversion	_	Completion of the
	Notes Beneficially	Percentage	Beneficially Owned Prior	Shares of Common		Offering
	Owned and	of Notes	to the	Stock	Number	
Name of Beneficial Owner	Offered	Outstanding	Offering(1)	Offered(2)	of Shares	Percentage(3)
Melody IAM, Ltd.	\$ 1,500,000	*		28,174		
Merrill Lynch Insurance Company	\$ 289,000	*		5,428		
Morgan Stanley Convertible Securities						
Trust	\$ 1,900,000	*		35,687		
MSD TCB, LP	\$30,000,000	10.00%		563,490		
Municipal Employees	\$ 270,000	*		5,071		
New Orleans Firefighters Pension/Relief	,			,		
Fund	\$ 130,000	*		2,441		
Nisswa Master Fund Ltd.	\$ 1,000,000	*		18,783		
Nuveen Preferred & Convertible Fund	+ -,000,000			20,700		
JQC	\$ 4,100,000	1.37%		77,010		
Nuveen Preferred & Convertible Income	, ,,,,,,,,,			,		
Fund JPC	\$ 3,125,000	1.04%		58,696		
Occidental Petroleum Corporation	\$ 295,000	*		5,540		
OCLC Online Computer Library Center,	Ψ 2/3,000			3,540		
Inc.	\$ 25,000	*		469		
OCM Convertible Trust	\$ 765,000	*		14,368		
OCM Global Convertible Securities	φ 705,000			14,500		
Fund	\$ 180,000	*		3,380		
Ohio Bureau of Workers Compensation	\$ 29,000	*		544		
Park Avenue Life Insurance Co.	\$ 100,000	*		1,878		
Plexus Fund Limited	\$42,500,000	14.17%		798,277		
Policeman and Firemen Retirement	\$42,300,000	14.1770		190,211		
	\$ 540,000	*		10,142		
System of the City of Detroit	. ,	*				
Pro-mutual Prudential Insurance Co. of America	\$ 923,000	*		17,336		
	\$ 50,000	**		939		
Putnam Convertible Income-Growth	Φ 4.000.000	1 220		75 100		
Trust	\$ 4,000,000	1.33%		75,132		
Quattro MultiStrategy Master Fund LP	\$ 637,000			11,964		
Quattro Fund Ltd.	\$ 2,975,000	*		55,879		
Royal Bank of Canada	\$ 500,000	*	=1011	9,391		
S.A.C. Capital Associates, LLC	\$ 2,000,000	*	71,811	37,566		
San Diego County Employee Retirement				a=		
Association	\$ 2,000,000	*		37,566		
Silver Convertible Arbitrage Fund, LDC	\$ 450,000	*		8,452		
Silverback Master Ltd.	\$12,000,000	4.00%		225,396		
Southern Farm Bureau Life Insurance	\$ 300,000	*		5,634		
Sphinx Fund c/o TQA Investors, LLC	\$ 465,000	*		8,734		
St. Thomas Trading, Ltd.	\$15,202,000	5.07%		285,539		
State Employees Retirement Fund of the						
State of Delaware	\$ 50,000	*		939		
State of Maryland Retirement Agency	\$ 3,383,000	1.13%		63,542		
State of Oregon/Equity	\$ 2,575,000	*		48,366		
State Street Custodian For GE Pension						
Trust	\$ 2,590,000	*		48,647		
Syngenta AG	\$ 145,000	*		2,723		
The Canyon Value Realization Fund						
(Cayman), Ltd.	\$14,350,000	4.78%		269,536		

The Grable Foundation	\$ 76,000	*	1,427
TQA Master Fund, Ltd.	\$ 4,054,000	1.35%	76,146
TQA Master Plus Fund, Ltd.	\$ 6,204,000	2.07%	116,529
Travelers Indemnity			
Company Commercial Lines	\$ 180,000	*	3,380
		4	

	Principal Amount of Notes Beneficially Percentag		Shares of Common Stock Beneficially Owned Prior	Conversion Shares of	Common Stock Owned Upon Completion of the Offering	
	Owned and	Percentage of Notes	to the	Common Stock	Number	
Name of Beneficial Owner	Offered	Outstanding	Offering(1)	Offered(2)	of Shares	Percentage(3)
Travelers Indemnity Company Personal						
Lines	\$ 120,000	*		2,253		
Tribeca Investments Ltd.	\$15,500,000	5.17%		291,136		
Trustmark Insurance	\$ 358,000	*		6,724		
Unum Provident Corporation	\$ 370,000	*		6,949		
Vanguard Convertible Securities Fund,						
Inc.	\$10,500,000	3.50%		197,221		
Wachovia Capital Markets, LLC	\$ 190,000	*		3,568		
Xavex Convertible Arbitrage 2 Fund	\$ 300,000	*		5,635		
Xavex Convertible Arbitrage 7 Fund						
c/o TQA Investors, LLC	\$ 1,470,000	*		27,611		
Xavex Convertible Arbitrage 10 Fund	\$ 1,000,000	*		18,783		
Zazove Convertible Arbitrage Fund, L.P.	\$ 6,000,000	2.00%		112,698		
Zazove Hedged Convertible Fund, L.P.	\$ 3,500,000	1.17%		65,740		
Zurich Institutional Benchmarks						
Management Fund c/o Quattro Fund	\$ 638,000	*		11,983		
Zurich Institutional Benchmarks Master						
Fund Ltd. c/o TQA Investors, LLC	\$ 927,000	*		17,411		
All Other Holders of Notes or Future						
Transferees from Such Holders	(4)	(4)	(4)	(4)	(4)	(4)

^{*} Less than 1%.

⁽¹⁾ Shares in this column do not include shares of common stock issuable upon conversion of the notes listed in the column to the right.

⁽²⁾ Assumes conversion of all of the holder s notes at the adjusted conversion rate of 18.783 shares of common stock per \$1,000 principal amount of the notes, not including fractional shares for which we will pay cash as described under Description of Notes Conversion of Notes. However, this conversion rate is subject to further adjustment as described under Description of Notes Conversion of Notes. As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.

⁽³⁾ Calculated based on 69,830,705 shares of our common stock outstanding as of September 24, 2004.

⁽⁴⁾ Information about additional selling security holders will be set forth in prospectus supplements or amendments to the registration statement of which this prospectus is a part, if required.