DUANE READE INC Form 424B3 April 11, 2003

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Filed pursuant to Rule 424(b)(3) Registration No. 333-91008

Prospectus Supplement No. 3 dated April 11, 2003 (To Prospectus dated July 29, 2002)

\$381,488,000

#### **Duane Reade Inc.**

#### Senior Convertible Notes due 2022

This document supplements the prospectus dated July 29, 2002, as amended and supplemented from time to time, relating to the resale by the holders of Senior Convertible Notes due April 16, 2022 and the shares of our common stock into which the notes are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated July 29, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The following table sets forth information as of April 11, 2003, with respect to the selling security holders and the principal amounts of notes beneficially owned by each selling security holder that may be offered under the prospectus. This information is based on information provided by or on behalf of the selling security holders pursuant to questionnaires they have sent to us. No holder of the notes may sell the notes or shares without furnishing to us a questionnaire setting forth the information specified below.

The selling security holders may offer all, some or none of the notes or common stock into which the notes are convertible. In addition, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. No selling security holder beneficially owns one percent or more of our common stock assuming conversion of the selling security holders' notes, except as otherwise indicated in the table below.

Information concerning the selling security holders may change from time to time, and any changed information will be set forth in additional supplements to the prospectus if and when necessary. In addition, the conversion rate and, therefore, the number of shares of common stock issuable upon conversion of the notes, is subject to adjustment under certain circumstances.

The table of selling security holders contained on pages 47-51 of the prospectus dated July 29, 2002 is hereby amended and replaced by the table set forth below.

Name	I (	Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Common Stock Owned After Completion of Offering(3)	Material Relationship(4)
1976 Distribution Trust FBO A.R. Lauder / Zinterhofer	\$	16,000	226	226	-0-		None

Name		Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	of	Material Relationship(4)	
1976 Distribution Trust FBO Jane A. Lauder		\$ 30,000	424	4 424	4 -	0- ( <i>C</i>	None Continued on next pag	
Name		Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Common Stock Owned After Completion of Offering(3)	Material Relationship(4)	
2000 Revocable Trust FBO A.R.								
Lauder / Zinterhofer	\$	15,000	212	212	-0-		None	
Advent Convertible Master Cayman								
L.P.	\$	9,914,000	140,050	140,050	-0-		None	
Alcala Capital Master Fund Ltd	\$	1,325,000	18,718	18,718	-0-		None	
Akela Capital Master Fund, Ltd. Allentown City Firefighters Pension	\$	2,000,000	28,253	28,253	-0-		None	
Plan	\$	55,000	777	777	-0-		None	
Allentown City Officers &	φ	33,000	777	777	-0-		None	
Employees Pension Fund	\$	40,000	565	565	-0-		None	
Allentown City Police Pension Plan	\$	64,000	904	904	-0-		None	
Allstate Insurance Company	\$	1,200,000	16,952	16,952	-0-		None	
Allstate Life Insurance Company	\$	600,000	8,476	8,476	-0-		None	
Alpha U.S. Sub Fund 4, LLC	\$	1,811,000	25,583	25,583	-0-		None	
Alpha U.S. Sub Fund VIII, LLC	\$	500,000	7,063	7,063	-0-		None	
American Motorist Insurancy								
Company	\$	1,216,000	17,178	17,178	-0-		None	
Arapahoe County Colorado	\$	118,000	1,667	1,667	-0-		None	
Argent Classic Convertible Arbitrage								
Fund (Bermuda), Ltd.	\$	4,500,000	63,569	63,569	-0-		None	
Argent Classic Convertible Arbitrage	_	4 000 000						
Fund L.P.	\$	1,000,000	14,127	14,127	-0-		None	
Argent LowLev Convertible	¢	500,000	7,063	7,063	-0-		None	
Arbitrage Fund LLC Argent LowLev Convertible	\$	300,000	7,003	7,003	-0-		None	
Arbitrage Fund Ltd.	\$	2,000,000	28,253	28,253	-0-		None	
Arkansas PERS	\$	1,675,000	23,662	23,662	-0-		None	
Arlington County	\$	1,291,000	18,237	18,237	-0-		None	
Atlantic Trust Company	\$	2,500,000	35,316	35,316	-0-		None	
Bancroft Convertible Fund, Inc.	\$	1,725,000	24,368	24,368	-0-		None	
Bank Austria Cayman Islands, Ltd.	\$	3,200,000	45,205	45,205	-0-		None	
Bay County PERS	\$	345,000	4,874	4,874	-0-		None	
Bear, Stearns & Co Inc.	\$	2,500,000	35,316	35,316	-0-		None	
Bear Stearns International Limited								
(BSIL)	\$	5,000,000	70,633	70,633	-0-		None	
Black Diamond Capital I, Ltd.	\$	975,000	13,773	13,773	-0-		None	
Black Diamond Convertible Offshore,		6.464.000	01 21 4	01.014	0		), T	
LDC  Plack Diamond Offshore I td	\$	6,464,000	91,314	91,314	-0-		None	
Black Diamond Offshore Ltd.	\$	3,569,000	50,417	50,417	-0-		None	
BNP Paribas Securities Corp. as agent for BNP Paribas London	\$	13,525,000	191,061	191,061	-0-		None	
TOT DIVIT TAITUAS LUIIGUII	\$	2,145,000	30,301	30,301	-0-		None	
	Ψ	2,173,000	50,501	50,501	-0-		TOHE	

BTES   Convertible Arb   \$ 1.500,000   21,190   21,190   -0-   BTOP   Growth vs Value   \$ 9,000,000   127,139   127,139   -0-     -0-	Name		Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Common Stock Owned After Completion of Offering(3)	Material Relationship(4)
British Virgin Islands Social Security								
Board								
BTES   Convertible Arb   S		ф	160,000	2.207	2 207	0		NT
BTOP Growth vs Value   \$ 9,000,000   127,139   127,139   -0-     -0-								None
Calamos Market Neutral   Fund Calamos Investment Trust   \$ 7,500,000   105,949   105,949   -0								None
Fund Calamos Investment Trust   \$ 7,500,000   105,949   105,949   -0-   Chrysler Corporation Master Retirement Trust   \$ 9,710,000   137,168   137,168   -0-   CIBC World Markets   \$ 500,000   7,063   7,063   -0-   CIBC World Markets (International)   Arbitrage Corp.   \$ 8,500,000   120,075   120,075   -0-   CITICORP Life Insurance Company Corporate   \$ 14,000   198   198   -0-   CITICORP Life Insurance Company Corporate   \$ 291,000   4,111   4,111   -0-   -0-   CIDE World Markets (International)   Arbitrage Corp.   \$ 33,000   466   466   -0-   CIDE World Markets (International)   Arbitrage Corp.   \$ 33,000   466   466   -0-   CIDE World Markets   Common Stock Owned After Completion of Notes   Common Stock Owned After Completion Offered(I)   Owned and Offered(I)   Owned After Completion of Motes   Common Stock Owned After Completion of Motes   Common Stock Owned After Completion of Motes   Common Stock Owned After Completion of Offered(I)   Owned After Completion Offered(I)   Owned After Completion of Offered(I)   Owned After Completion of Offered(I)   Owned After Completion		Ф	9,000,000	127,139	127,139	-0-		None
Chryster Corporation Master   Retirement Trust   \$ 9,710,000   137,168   137,168   -0		\$	7 500 000	105 040	105 040	-0-		None
Retirement Trust		Ф	7,300,000	103,949	103,949	-0-		None
CIBC World Markets   \$ 500,000   7,063   7,063   7,063   -0   -0   -0   -0   -0   -0   -0   -		\$	9.710.000	137 168	137 168	-0-		None
Arbitrage Corp.   S								None
Arbitrage Corp.   \$ 8,500,000   120,075   120,075   -0-		Ψ	200,000	7,003	7,005	Ŭ		rone
CitiCorp Life Insurance		\$	8,500,000	120.075	120.075	-0-		None
Company Corporate   S		т.	0,200,000	220,070	,			
City of New Orleans		\$	14,000	198	198	-0-		None
Cobra Fund U.S.A. LP			485,000			-0-		None
Principal Amount of Notes   Shares of Notes   Shares of Common Stock   Offered(1)   Owned and Offered(1)   Owned   Offered(2)   Offered(2)   Offered(2)   Offered(2)   Offered(2)   Offered(2)   Offered(3)   Offer			291,000	4,111	4,111	-0-		None
Name			33,000	466	466	-0-		None
Consulting Group Capital Markets Funds \$ 500,000 7,063 7,063 -0-  Deephaven Domestic Convertible Trading Ltd. \$ 9,000,000 127,139 127,139 -0-  Delaware Employees \$ 3,203,000 45,247 45,247 -0-  Delaware PERS \$ 2,365,000 33,409 33,409 -0-  Delta Air Lines Master Trust c/o  Oaktree Capital Management, LLC \$ 2,505,000 35,387 35,387 -0-  Delta Air Lines Master Trust \$ 1,065,000 15,045 15,045 -0-  Delta Pilots D & S Trust \$ 1,250,000 17,658 17,658 -0-  Deutsche Bank Securities Inc.(5) \$ 27,100,000 382,828 382,828 -0-  Double Black Diamond Offshore  LDC \$ 18,046,000 254,927 254,927 -0-  Duke Endowment \$ 410,000 5,792 5,792 -0-  Ellsworth Convertible Growth and Income Fund, Inc. \$ 1,725,000 24,368 24,368 -0-  F. R. Convt. Sec. Fn. \$ 240,000 3,390 3,390 -0-  Gaia Offshore Master Fund Ltd \$ 10,850,000 153,273 153,273 -0-  General Motors Welfare Benefit Trust \$ 500,000 7,063 7,063 -0-  Goldman Sachs and Company \$ 1,852,000 26,162 26,162 -0-  Grace Brothers, Ltd. \$ 2,000,000 49,443 49,443 -0-  Grace Brothers, Ltd. \$ 2,000,000 28,253 28,253 -0-  Grady Hospital Foundation \$ 256,000 3,616 3,616 -0-	Name		Beneficially Owned and	Stock Beneficially	Stock	Completion of	Completion of	Material
Funds \$ 500,000 7,063 7,063 -0-  Deephaven Domestic Convertible Trading Ltd. \$ 9,000,000 127,139 127,139 -0-  Delaware Employees \$ 3,203,000 45,247 45,247 -0-  Delaware PERS \$ 2,365,000 33,409 33,409 -0-  Delta Air Lines Master Trust c/o  Oaktree Capital Management, LLC \$ 2,505,000 35,387 35,387 -0-  Delta Air Lines Master Trust \$ 1,065,000 15,045 15,045 -0-  Delta Air Lines Master Trust \$ 1,250,000 17,658 17,658 -0-  Delta Pilots D & S Trust \$ 1,250,000 17,658 17,658 -0-  Deutsche Bank Securities Inc.(5) \$ 27,100,000 382,828 382,828 -0-  Double Black Diamond Offshore  LDC \$ 18,046,000 254,927 254,927 -0-  Duke Endowment \$ 410,000 5,792 5,792 -0-  Ellsworth Convertible Growth and  Income Fund, Inc. \$ 1,725,000 24,368 24,368 -0-  F. R. Convt. Sec. Fn. \$ 240,000 3,390 3,390 -0-  Gaia Offshore Master Fund Ltd \$ 10,850,000 153,273 153,273 -0-  General Motors Welfare Benefit Trust \$ 500,000 7,063 7,063 -0-  Goldman Sachs and Company \$ 1,852,000 26,162 26,162 -0-  Grace Brothers Management, LLC \$ 3,500,000 49,443 49,443 -0-  Grace Brothers, Ltd. \$ 2,000,000 28,253 28,253 -0-  Grady Hospital Foundation \$ 256,000 3,616 3,616 -0-		•					Onering(s)	Kelationship(4)
Deephaven Domestic Convertible   Trading Ltd.   \$ 9,000,000   127,139   127,139   -0-	Cobra Master Fund Ltd.	\$	217,000	3,065	3,065			None
Trading Ltd.         \$ 9,000,000         127,139         127,139         -0-           Delaware Employees         \$ 3,203,000         45,247         45,247         -0-           Delta Air Lines Master Trust c/o         0         33,409         33,409         -0-           Delta Air Lines Master Trust c/o         0         5,505,000         35,387         35,387         -0-           Delta Air Lines Master Trust         \$ 1,065,000         15,045         15,045         -0-           Delta Pilots D & S Trust         \$ 1,250,000         17,658         17,658         -0-           Deutsche Bank Securities Inc.(5)         \$ 27,100,000         382,828         382,828         -0-           Double Black Diamond Offshore         LDC         \$ 18,046,000         254,927         254,927         -0-           LDC         \$ 18,046,000         5,792         5,792         -0-           Duke Endowment         \$ 410,000         5,792         5,792         -0-           Ellsworth Convertible Growth and         Income Fund, Inc.         \$ 1,725,000         24,368         24,368         -0-           F. R. Convt. Sec. Fn.         \$ 240,000         3,390         3,390         -0-           Gaia Offshore Master Fund Ltd         \$ 10,850,000		\$	217,000	3,065	3,065		Onermg(e)	• • •
Delaware Employees         \$ 3,203,000         45,247         45,247         -0-           Delaware PERS         \$ 2,365,000         33,409         33,409         -0-           Delta Air Lines Master Trust c/o         0aktree Capital Management, LLC         \$ 2,505,000         35,387         35,387         -0-           Delta Air Lines Master Trust         \$ 1,065,000         15,045         15,045         -0-           Delta Pilots D & S Trust         \$ 1,250,000         17,658         17,658         -0-           Deutsche Bank Securities Inc.(5)         \$ 27,100,000         382,828         382,828         -0-           Double Black Diamond Offshore         LDC         \$ 18,046,000         254,927         254,927         -0-           Duke Endowment         \$ 410,000         5,792         5,792         -0-           Ellsworth Convertible Growth and Income Fund, Inc.         \$ 1,725,000         24,368         24,368         -0-           F. R. Convt. Sec. Fn.         \$ 240,000         3,390         3,390         -0-           Gaia Offshore Master Fund Ltd         \$ 10,850,000         153,273         153,273         -0-           General Motors Welfare Benefit Trust         \$ 500,000         7,063         7,063         -0-           Grace Brot	Consulting Group Capital Markets Funds			,	,	-0-	One mg(c)	• • •
Delaware PERS         \$ 2,365,000         33,409         33,409         -0-           Delta Air Lines Master Trust c/o         0aktree Capital Management, LLC         \$ 2,505,000         35,387         35,387         -0-           Delta Air Lines Master Trust         \$ 1,065,000         15,045         15,045         -0-           Delta Pilots D & S Trust         \$ 1,250,000         17,658         17,658         -0-           Deutsche Bank Securities Inc.(5)         \$ 27,100,000         382,828         382,828         -0-           Double Black Diamond Offshore         LDC         \$ 18,046,000         254,927         254,927         -0-           Duke Endowment         \$ 410,000         5,792         5,792         -0-           Ellsworth Convertible Growth and         Income Fund, Inc.         \$ 1,725,000         24,368         24,368         -0-           F. R. Convt. Sec. Fn.         \$ 240,000         3,390         3,390         -0-           Gaia Offshore Master Fund Ltd         \$ 10,850,000         153,273         153,273         -0-           General Motors Welfare Benefit Trust         \$ 500,000         7,063         7,063         -0-           Grace Brothers Management, LLC         \$ 3,500,000         49,443         49,443         -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible	\$	500,000	7,063	7,063	-0- -0-	one mg(e)	None
Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC \$ 2,505,000 35,387 35,387 -0- Delta Air Lines Master Trust \$ 1,065,000 15,045 15,045 -0- Delta Pilots D & S Trust \$ 1,250,000 17,658 17,658 -0- Deutsche Bank Securities Inc.(5) \$ 27,100,000 382,828 382,828 -0- Double Black Diamond Offshore LDC \$ 18,046,000 254,927 254,927 -0- Duke Endowment \$ 410,000 5,792 5,792 -0- Ellsworth Convertible Growth and Income Fund, Inc. \$ 1,725,000 24,368 24,368 -0- F. R. Convt. Sec. Fn. \$ 240,000 3,390 3,390 -0- Gaia Offshore Master Fund Ltd \$ 10,850,000 153,273 153,273 -0- General Motors Welfare Benefit Trust \$ 500,000 7,063 7,063 -0- Goldman Sachs and Company \$ 1,852,000 26,162 26,162 -0- Grace Brothers Management, LLC \$ 3,500,000 49,443 49,443 -0- Grace Brothers, Ltd. \$ 2,000,000 28,253 28,253 -0- Grady Hospital Foundation \$ 256,000 3,616 3,616 -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd.	\$	500,000	7,063 127,139	7,063 127,139	-0- -0- -0-	one mg(e)	None None None
Oaktree Capital Management, LLC       \$ 2,505,000       35,387       35,387       -0-         Delta Air Lines Master Trust       \$ 1,065,000       15,045       15,045       -0-         Delta Pilots D & S Trust       \$ 1,250,000       17,658       17,658       -0-         Deutsche Bank Securities Inc.(5)       \$ 27,100,000       382,828       382,828       -0-         Double Black Diamond Offshore       LDC       \$ 18,046,000       254,927       254,927       -0-         Duke Endowment       \$ 410,000       5,792       5,792       -0-         Ellsworth Convertible Growth and       Income Fund, Inc.       \$ 1,725,000       24,368       24,368       -0-         F. R. Convt. Sec. Fn.       \$ 240,000       3,390       3,390       -0-         Gaia Offshore Master Fund Ltd       \$ 10,850,000       153,273       153,273       -0-         General Motors Welfare Benefit Trust       \$ 500,000       7,063       7,063       -0-         Goldman Sachs and Company       \$ 1,852,000       26,162       26,162       -0-         Grace Brothers Management, LLC       \$ 3,500,000       49,443       49,443       -0-         Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees	\$ \$ \$	500,000 9,000,000 3,203,000	7,063 127,139 45,247	7,063 127,139 45,247	-0- -0- -0-	one mg(e)	None None None
Delta Air Lines Master Trust         \$ 1,065,000         15,045         15,045         -0-           Delta Pilots D & S Trust         \$ 1,250,000         17,658         17,658         -0-           Deutsche Bank Securities Inc.(5)         \$ 27,100,000         382,828         382,828         -0-           Double Black Diamond Offshore         LDC         \$ 18,046,000         254,927         254,927         -0-           LDC         \$ 18,046,000         5,792         5,792         -0-           Ellsworth Convertible Growth and         Income Fund, Inc.         \$ 1,725,000         24,368         24,368         -0-           F. R. Convt. Sec. Fn.         \$ 240,000         3,390         3,390         -0-           Gaia Offshore Master Fund Ltd         \$ 10,850,000         153,273         153,273         -0-           General Motors Welfare Benefit Trust         \$ 500,000         7,063         7,063         -0-           Goldman Sachs and Company         \$ 1,852,000         26,162         26,162         -0-           Grace Brothers Management, LLC         \$ 3,500,000         49,443         49,443         -0-           Grace Brothers, Ltd.         \$ 2,000,000         28,253         28,253         -0-           Grady Hospital Foundation	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS	\$ \$ \$	500,000 9,000,000 3,203,000	7,063 127,139 45,247	7,063 127,139 45,247	-0- -0- -0-	one mg(e)	None None None
Delta Pilots D & S Trust \$ 1,250,000 17,658 17,658 -0- Deutsche Bank Securities Inc.(5) \$ 27,100,000 382,828 382,828 -0- Double Black Diamond Offshore  LDC \$ 18,046,000 254,927 254,927 -0- Duke Endowment \$ 410,000 5,792 5,792 -0- Ellsworth Convertible Growth and Income Fund, Inc. \$ 1,725,000 24,368 24,368 -0- F. R. Convt. Sec. Fn. \$ 240,000 3,390 3,390 -0- Gaia Offshore Master Fund Ltd \$ 10,850,000 153,273 153,273 -0- General Motors Welfare Benefit Trust \$ 500,000 7,063 7,063 -0- Goldman Sachs and Company \$ 1,852,000 26,162 26,162 -0- Grace Brothers Management, LLC \$ 3,500,000 49,443 49,443 -0- Grace Brothers, Ltd. \$ 2,000,000 28,253 28,253 -0- Grady Hospital Foundation \$ 256,000 3,616 3,616 -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o	\$ \$ \$	500,000 9,000,000 3,203,000 2,365,000	7,063 127,139 45,247 33,409	7,063 127,139 45,247 33,409	-0- -0- -0- -0- -0-	one mg(e)	None None None None None
Deutsche Bank Securities Inc.(5)         \$ 27,100,000         382,828         382,828         -0-           Double Black Diamond Offshore         18,046,000         254,927         254,927         -0-           LDC         \$ 18,046,000         254,927         254,927         -0-           Duke Endowment         \$ 410,000         5,792         5,792         -0-           Ellsworth Convertible Growth and         Income Fund, Inc.         \$ 1,725,000         24,368         24,368         -0-           F. R. Convt. Sec. Fn.         \$ 240,000         3,390         3,390         -0-           Gaia Offshore Master Fund Ltd         \$ 10,850,000         153,273         153,273         -0-           General Motors Welfare Benefit Trust         \$ 500,000         7,063         7,063         -0-           Goldman Sachs and Company         \$ 1,852,000         26,162         26,162         -0-           Grace Brothers Management, LLC         \$ 3,500,000         49,443         49,443         -0-           Grace Brothers, Ltd.         \$ 2,000,000         28,253         28,253         -0-           Grady Hospital Foundation         \$ 256,000         3,616         3,616         -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC	\$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 2,505,000	7,063 127,139 45,247 33,409 35,387	7,063 127,139 45,247 33,409 35,387	-0- -0- -0- -0- -0-	one mg(e)	None None None None None
Double Black Diamond Offshore           LDC         \$ 18,046,000         254,927         254,927         -0-           Duke Endowment         \$ 410,000         5,792         5,792         -0-           Ellsworth Convertible Growth and         Income Fund, Inc.         \$ 1,725,000         24,368         24,368         -0-           F. R. Convt. Sec. Fn.         \$ 240,000         3,390         3,390         -0-           Gaia Offshore Master Fund Ltd         \$ 10,850,000         153,273         153,273         -0-           General Motors Welfare Benefit Trust         \$ 500,000         7,063         7,063         -0-           Goldman Sachs and Company         \$ 1,852,000         26,162         26,162         -0-           Grace Brothers Management, LLC         \$ 3,500,000         49,443         49,443         -0-           Grace Brothers, Ltd.         \$ 2,000,000         28,253         28,253         -0-           Grady Hospital Foundation         \$ 256,000         3,616         3,616         -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust	\$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 2,505,000 1,065,000	7,063 127,139 45,247 33,409 35,387 15,045	7,063 127,139 45,247 33,409 35,387 15,045	-0- -0- -0- -0- -0- -0-	one mg(e)	None None None None None None
LDC       \$ 18,046,000       254,927       254,927       -0-         Duke Endowment       \$ 410,000       5,792       5,792       -0-         Ellsworth Convertible Growth and       Income Fund, Inc.       \$ 1,725,000       24,368       24,368       -0-         F. R. Convt. Sec. Fn.       \$ 240,000       3,390       3,390       -0-         Gaia Offshore Master Fund Ltd       \$ 10,850,000       153,273       153,273       -0-         General Motors Welfare Benefit Trust       \$ 500,000       7,063       7,063       -0-         Goldman Sachs and Company       \$ 1,852,000       26,162       26,162       -0-         Grace Brothers Management, LLC       \$ 3,500,000       49,443       49,443       -0-         Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-         Grady Hospital Foundation       \$ 256,000       3,616       3,616       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust	\$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000	7,063 127,139 45,247 33,409 35,387 15,045 17,658	7,063 127,139 45,247 33,409 35,387 15,045 17,658	-0- -0- -0- -0- -0- -0- -0-	Greening(e)	None None None None None None None None
Duke Endowment       \$ 410,000       5,792       5,792       -0-         Ellsworth Convertible Growth and       Income Fund, Inc.       \$ 1,725,000       24,368       24,368       -0-         F. R. Convt. Sec. Fn.       \$ 240,000       3,390       3,390       -0-         Gaia Offshore Master Fund Ltd       \$ 10,850,000       153,273       153,273       -0-         General Motors Welfare Benefit Trust       \$ 500,000       7,063       7,063       -0-         Goldman Sachs and Company       \$ 1,852,000       26,162       26,162       -0-         Grace Brothers Management, LLC       \$ 3,500,000       49,443       49,443       -0-         Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-         Grady Hospital Foundation       \$ 256,000       3,616       3,616       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5)	\$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000	7,063 127,139 45,247 33,409 35,387 15,045 17,658	7,063 127,139 45,247 33,409 35,387 15,045 17,658	-0- -0- -0- -0- -0- -0- -0-	Offermig(e)	None None None None None None
Ellsworth Convertible Growth and Income Fund, Inc. \$ 1,725,000 24,368 24,368 -0- F. R. Convt. Sec. Fn. \$ 240,000 3,390 3,390 -0- Gaia Offshore Master Fund Ltd \$ 10,850,000 153,273 153,273 -0- General Motors Welfare Benefit Trust \$ 500,000 7,063 7,063 -0- Goldman Sachs and Company \$ 1,852,000 26,162 26,162 -0- Grace Brothers Management, LLC \$ 3,500,000 49,443 49,443 -0- Grace Brothers, Ltd. \$ 2,000,000 28,253 28,253 -0- Grady Hospital Foundation \$ 256,000 3,616 3,616 -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore	\$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828	-0- -0- -0- -0- -0- -0- -0-	Offermig(e)	None None None None None None None None
Income Fund, Inc.       \$ 1,725,000       24,368       24,368       -0-         F. R. Convt. Sec. Fn.       \$ 240,000       3,390       3,390       -0-         Gaia Offshore Master Fund Ltd       \$ 10,850,000       153,273       153,273       -0-         General Motors Welfare Benefit Trust       \$ 500,000       7,063       7,063       -0-         Goldman Sachs and Company       \$ 1,852,000       26,162       26,162       -0-         Grace Brothers Management, LLC       \$ 3,500,000       49,443       49,443       -0-         Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-         Grady Hospital Foundation       \$ 256,000       3,616       3,616       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC	\$ \$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000	7,063  127,139     45,247     33,409  35,387     15,045     17,658     382,828  254,927	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927	-0- -0- -0- -0- -0- -0- -0- -0-	Offermig(e)	None None None None None None None None
F. R. Convt. Sec. Fn. \$ 240,000 3,390 3,390 -0- Gaia Offshore Master Fund Ltd \$ 10,850,000 153,273 153,273 -0- General Motors Welfare Benefit Trust \$ 500,000 7,063 7,063 -0- Goldman Sachs and Company \$ 1,852,000 26,162 26,162 -0- Grace Brothers Management, LLC \$ 3,500,000 49,443 49,443 -0- Grace Brothers, Ltd. \$ 2,000,000 28,253 28,253 -0- Grady Hospital Foundation \$ 256,000 3,616 3,616 -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment	\$ \$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000	7,063  127,139     45,247     33,409  35,387     15,045     17,658     382,828  254,927	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927	-0- -0- -0- -0- -0- -0- -0- -0-	Offermig(e)	None None None None None None None None
Gaia Offshore Master Fund Ltd       \$ 10,850,000       153,273       153,273       -0-         General Motors Welfare Benefit Trust       \$ 500,000       7,063       7,063       -0-         Goldman Sachs and Company       \$ 1,852,000       26,162       26,162       -0-         Grace Brothers Management, LLC       \$ 3,500,000       49,443       49,443       -0-         Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-         Grady Hospital Foundation       \$ 256,000       3,616       3,616       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000 410,000	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927  5,792	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927  5,792	-0- -0- -0- -0- -0- -0- -0- -0-	Greening(c)	None None None None None None None None
General Motors Welfare Benefit Trust       \$ 500,000       7,063       7,063       -0-         Goldman Sachs and Company       \$ 1,852,000       26,162       26,162       -0-         Grace Brothers Management, LLC       \$ 3,500,000       49,443       49,443       -0-         Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-         Grady Hospital Foundation       \$ 256,000       3,616       3,616       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc.	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000 410,000 1,725,000	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927  5,792  24,368	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927  5,792  24,368	-0- -0- -0- -0- -0- -0- -0- -0-	Greening(e)	None None None None None None None None
Grace Brothers Management, LLC       \$ 3,500,000       49,443       49,443       -0-         Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-         Grady Hospital Foundation       \$ 256,000       3,616       3,616       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc. F. R. Convt. Sec. Fn.	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000 410,000 1,725,000 240,000	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927  5,792  24,368  3,390	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390	-0- -0- -0- -0- -0- -0- -0- -0-	Greening(e)	None None None None None None None None
Grace Brothers, Ltd.       \$ 2,000,000       28,253       28,253       -0-         Grady Hospital Foundation       \$ 256,000       3,616       3,616       -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc. F. R. Convt. Sec. Fn. Gaia Offshore Master Fund Ltd	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000 410,000 1,725,000 240,000 10,850,000	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273	-0000000000-	Officing(c)	None None None None None None None None
Grady Hospital Foundation \$ 256,000 3,616 3,616 -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc. F. R. Convt. Sec. Fn. Gaia Offshore Master Fund Ltd General Motors Welfare Benefit Trust	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000 9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000 410,000 1,725,000 240,000 10,850,000 500,000	7,063  127,139  45,247  33,409  35,387  15,045  17,658  382,828  254,927  5,792  24,368  3,390  153,273  7,063	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063	-0000000000-	Officing(c)	None None None None None None None None
	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc. F. R. Convt. Sec. Fn. Gaia Offshore Master Fund Ltd General Motors Welfare Benefit Trust Goldman Sachs and Company Grace Brothers Management, LLC	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000  9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000  18,046,000 410,000 1,725,000 240,000 10,850,000 500,000 1,852,000	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162 49,443	-0000000000-	Officing(c)	None None None None None None None None
HFR Convertible Arbitrage Account \$ 1,974,000 27,886 27,886 -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc. F. R. Convt. Sec. Fn. Gaia Offshore Master Fund Ltd General Motors Welfare Benefit Trust Goldman Sachs and Company Grace Brothers Management, LLC Grace Brothers, Ltd.	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000  9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000  18,046,000 410,000 1,725,000 240,000 10,850,000 500,000 1,852,000 3,500,000 2,000,000	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162 49,443 28,253	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162 49,443 28,253	-0000000000-	Officing(c)	None None None None None None None None
	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc. F. R. Convt. Sec. Fn. Gaia Offshore Master Fund Ltd General Motors Welfare Benefit Trust Goldman Sachs and Company Grace Brothers Management, LLC Grace Brothers, Ltd. Grady Hospital Foundation	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000  9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000 18,046,000 410,000 1,725,000 240,000 10,850,000 500,000 1,852,000 3,500,000 2,000,000 256,000	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162 49,443 28,253 3,616	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162 49,443 28,253 3,616	-0000000000-	Officing(c)	None None None None None None None None
ICI American Holdings Trust \$ 865,000 12,219 12,219 -0- Independence Blue Cross \$ 763,000 10,779 10,779 -0-	Consulting Group Capital Markets Funds Deephaven Domestic Convertible Trading Ltd. Delaware Employees Delaware PERS Delta Air Lines Master Trust c/o Oaktree Capital Management, LLC Delta Air Lines Master Trust Delta Pilots D & S Trust Deutsche Bank Securities Inc.(5) Double Black Diamond Offshore LDC Duke Endowment Ellsworth Convertible Growth and Income Fund, Inc. F. R. Convt. Sec. Fn. Gaia Offshore Master Fund Ltd General Motors Welfare Benefit Trust Goldman Sachs and Company Grace Brothers Management, LLC Grace Brothers, Ltd. Grady Hospital Foundation HFR Convertible Arbitrage Account	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	500,000  9,000,000 3,203,000 2,365,000 1,065,000 1,250,000 27,100,000  18,046,000 410,000 1,725,000 240,000 10,850,000 500,000 1,852,000 3,500,000 2,000,000 2,000,000 1,974,000	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162 49,443 28,253 3,616 27,886	7,063  127,139 45,247 33,409  35,387 15,045 17,658 382,828  254,927 5,792  24,368 3,390 153,273 7,063 26,162 49,443 28,253 3,616 27,886	-0000000000-	Officing(c)	None None None None None None None None

Common

Stock

Shares of

Common

Stock

Beneficially

Principal

Amount of

Notes

Beneficially

Owned and

Common

Stock

Owned

After

Completion

of

Material

Notes

Owned

After

Completion

of

Name	_	Offered(1)	Owned	Stock Offered(2)	of Offering(3)	of Offering(3)	Relationship(4)
KBC Financial Products (Cayman							
Islands)(6)	\$	25,500,000	360,226	360,226	-0-		None
KBC Financial Products USA Inc.	\$	2,000,000	28,253	28,253	-0-		None
Lehman Brothers Inc.	\$	6,000,000	84,759	84,759	-0-		None
Lincoln National Convertible							
Securities Fund	\$	1,500,000	21,190	21,190	-0-		None
Local Initiatives Support Corporation	\$	95,000	1,342	1,342	-0-		None
Louisiana CCRF	\$	470,000	6,639	6,639	-0-		None
Lyxor	\$	4,959,000	70,053	70,053	-0-		None
Lyxor Master Fund	\$	1,650,000	23,309	23,309	-0-		None
Lyxor Master Fund Ref:		-,,					
Argent/LowLev CB	\$	1,000,000	14,127	14,127	-0-		None
McMahan Securities Co. L.P.	\$	1,922,000	27,151	27,151	-0-		None
Merrill Lynch Insurance Group	\$	616,000	8,702	8,702	-0-		None
Merrill Lynch, Pierce,	Ψ	010,000	0,702	0,702	-0-		TOIN
Fenner & Smith Inc.	\$	6,236,000	88,093	88,093	-0-		None
Microsoft Corporation	\$	3,215,000	45,417	45,417	-0-		None
	\$			2,430	-0- -0-		None
Minnesota Power and Light	Ф	172,000	2,430	2,430	-0-		INOne
Morgan Stanley Dean Witter	Ф	2 000 000	40.200	42.200	0		N.T.
Convertible Securities Trust	\$	3,000,000	42,380	42,380	-0-		None
Motion Picture Industry Health	Φ.	500.000	0.102	0.102	0		3.7
Plan Active Member Fund	\$	580,000	8,193	8,193	-0-		None
Motion Picture Industry Health							
_, _ , _ , , ,			5,086	5,086	-0-		None
	\$	360,000	,				
Plan Retiree Member Fund Municipal Employees	\$	437,000 Principal Amount of	6,173 Shares of	6,173	-()- Notes Owned	Common Stock Owned	None
Municipal Employees		437,000 Principal	6,173		Notes	Stock	None  Material  Relationship(4)
Municipal Employees	\$	Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Stock Owned After Completion of	Material Relationship(4)
Municipal Employees  Name  Nabisco Holdings		Principal Amount of Notes Beneficially Owned and	Shares of Common Stock Beneficially	6,173  Common Stock	Notes Owned After Completion of	Stock Owned After Completion of	Material Relationship(4)
Municipal Employees  Name  Nabisco Holdings  National Benefit Life Insurance	\$	Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Stock Owned After Completion of	Material Relationship(4)
Name Nabisco Holdings National Benefit Life Insurance Company	\$	Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Stock Owned After Completion of	Material Relationship(4)
Name Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension /	\$ \$	Principal Amount of Notes Beneficially Owned and Offered(1)  118,000	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Stock Owned After Completion of	Material Relationship(4) None
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund	\$ \$ \$	Principal Amount of Notes Beneficially Owned and Offered(1)  118,000 8,000	Shares of Common Stock Beneficially Owned	Common Stock Offered(2) 1,667 113 3,701	Notes Owned After Completion of Offering(3)  -00-	Stock Owned After Completion of	Material Relationship(4) None None None
Name Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation	\$ \$ \$ \$	Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000	Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092	Common Stock Offered(2) 1,667 113 3,701 7,092	Notes Owned After Completion of Offering(3)  -00-	Stock Owned After Completion of	Material Relationship(4) None None None
Name Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust	\$ \$ \$	Principal Amount of Notes Beneficially Owned and Offered(1)  118,000 8,000	Shares of Common Stock Beneficially Owned	Common Stock Offered(2) 1,667 113 3,701	Notes Owned After Completion of Offering(3)  -00-	Stock Owned After Completion of	Material Relationship(4) None None None
Name Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers	\$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000	Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092 77,201	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201	Notes Owned After Completion of Offering(3)  -0000-	Stock Owned After Completion of	Material Relationship(4) None None None None
Name Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation	\$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092 77,201  4,676	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676	Notes Owned After Completion of Offering(3)  -000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None
Name Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092 77,201  4,676 3,532	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532	Notes Owned After Completion of Offering(3)  -000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
Name Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd.	\$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092 77,201  4,676	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676	Notes Owned After Completion of Offering(3)  -000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd. Peoples Benefit Life Insurance	\$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000 1,895,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092 77,201  4,676 3,532 26,770	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532 26,770	Notes Owned After Completion of Offering(3)  -0000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd. Peoples Benefit Life Insurance Company Teamsters	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092 77,201  4,676 3,532	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532	Notes Owned After Completion of Offering(3)  -000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd. Peoples Benefit Life Insurance Company Teamsters Policemen and Firemen Retirement	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000 1,895,000 9,500,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701  7,092  77,201  4,676  3,532  26,770  134,202	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532 26,770 134,202	Notes Owned After Completion of Offering(3)  -00000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd. Peoples Benefit Life Insurance Company Teamsters Policemen and Firemen Retirement System of the City of Detroit	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000 1,895,000 9,500,000 1,201,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701 7,092 77,201  4,676 3,532 26,770  134,202	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532 26,770 134,202 16,966	Notes Owned After Completion of Offering(3)  -00000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd. Peoples Benefit Life Insurance Company Teamsters Policemen and Firemen Retirement System of the City of Detroit Primerica Life Insurance Company	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000 1,895,000  9,500,000  1,201,000 331,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701  7,092  77,201  4,676  3,532  26,770  134,202  16,966  4,676	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532 26,770 134,202 16,966 4,676	Notes Owned After Completion of Offering(3)  -000000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd. Peoples Benefit Life Insurance Company Teamsters Policemen and Firemen Retirement System of the City of Detroit Primerica Life Insurance Company	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000 1,895,000 9,500,000 1,201,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701  7,092  77,201  4,676  3,532  26,770  134,202  16,966	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532 26,770 134,202 16,966	Notes Owned After Completion of Offering(3)  -00000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
Name  Nabisco Holdings National Benefit Life Insurance Company New Orleans Firefighters Pension / Relief Fund Occidental Petroleum Corporation OCM Convertible Trust Ohio Bureau of Workers Compensation Ondeo Nalco Partner Reinsurance Company Ltd. Peoples Benefit Life Insurance Company Teamsters Policemen and Firemen Retirement System of the City of Detroit Primerica Life Insurance Company Pro-mutual	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000 1,895,000  9,500,000  1,201,000 331,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701  7,092  77,201  4,676  3,532  26,770  134,202  16,966  4,676	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532 26,770 134,202 16,966 4,676	Notes Owned After Completion of Offering(3)  -000000000-	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non
	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	437,000  Principal Amount of Notes Beneficially Owned and Offered(1)  118,000  8,000  262,000 502,000 5,465,000  331,000 250,000 1,895,000  9,500,000  1,201,000 331,000 1,439,000	6,173  Shares of Common Stock Beneficially Owned  1,667  113  3,701  7,092  77,201  4,676  3,532  26,770  134,202  16,966  4,676  20,328	Common Stock Offered(2) 1,667 113 3,701 7,092 77,201 4,676 3,532 26,770 134,202 16,966 4,676 20,328	Notes Owned After Completion of Offering(3)  -000000000	Stock Owned After Completion of	Material Relationship(4)  None None None None None None None Non

Principal

Victory Capital Management as

Investment Advisor for the Victory

\$

500,000

7,063

7,063

-0-

Common

Stock

Notes

Name		Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Stock Owned After Completion of Offering(3)	Material Relationship(4)
Ramius, L.P.	\$	250,000	3,532	3,532	-0-		None
Raytheon Phoenix Fund	\$	847,000	11,965	11,965	-0-		None
RCG Baldwin, L.P.	\$	500,000	7,063	7,063	-0-		None
RCG Halifax Master Fund, Ltd.	\$	1,385,000	19,565	19,565	-0-		None
RCG Latitude Master							
Fund, Ltd.	\$	2,350,000	33,197	33,197	-0-		None
RCG Multi-Strategy, L.P.	\$	3,850,000	54,387	54,387	-0-		None
Retail Clerks Pension Trust	\$	500,000	7,063	7,063	-0-		None
RJR Reynolds	\$	270,000	3,814	3,814	-0-		None
Royal Bank of Canada	\$	2,000,000	28,253	28,253	-0-		None
S.A.C. Capital Associates, LLC.	\$	3,000,000	42,380	42,380	-0-		None
Sage Capital	\$	225,000	3,178	3,178	-0-		None
Shell Pension Trust	\$	1,433,000	20,243	20,243	-0-		None
Southern Farm Bureau Life Insurance	\$	1,400,000	19,777	19,777	-0-		None
St. Albans Partners Ltd.	\$	5,000,000	70,633	70,633	-0-		None
Starvest Combined Portfolio	\$	1,375,000	19,424	19,424	-0-		None
State Employees' Retirement Fund of							
the State of Delaware	\$	3,665,000	51,774	51,774	-0-		None
State of Connecticut Combined							
Investment Funds	\$	7,550,000	106,655	106,655	-0-		None
State of Maryland Retirement Agency	\$	6,174,000	87,217	87,217	-0-		None
State of Oregon Equity	\$	7,601,000	107,376	107,376	-0-		None
Susquehanna Capital Fund	\$	8,500,000	120,075	120,075	-0-		None
Syngenta AG	\$	410,000	5,792	5,792	-0-		None
Tag Associates	\$	216,000	3,051	3,051	-0-		None
TD Securities (USA) Inc.	\$	19,000,000	268,404	268,404	-0-		None
Tempo Master Fund LP	\$	10,000,000	141,265	141,265	-0-		None
The Coast Fund L.P.	\$	2,000,000	28,253	28,253	-0-		None
The Grable Foundation	\$	179,000	2,529	2,529	-0-		None
The Travelers Indemnity Company	\$	797,000	11,259	11,259	-0-		None
The Travelers Insurance Company Life	\$	603,000	8,518	8,518	-0-		None
The Travelers Insurance							
Company Separate Account TLAC	\$	31,000	438	438	-0-		None
The Travelers Life and Annuity							
Company	\$	41,000	579	579	-0-		None
Nove		Principal Amount of Notes Beneficially Owned and	Shares of Common Stock Beneficially	Common Stock	Notes Owned After Completion of	Common Stock Owned After Completion of	Material
Name	_	Offered(1)	Owned	Offered(2)	Offering(3)	Offering(3)	Relationship(4)
Travelers Series Trust Convertible							
Bond Portfolio	\$	175,000	2,472	2,472	-0-		None
Tribeca Investments, LLC	\$	4,000,000	56,506	56,506	-0-		None
Trustmark Insurance Company	\$	666,000	9,408	9,408	-0-		None
UFJ Investments Asia Limited	\$	1,000,000	14,127	14,127	-0-		None
Vanguard Convertible Securities		0.027.003	10	10:			
Fund, Inc.	\$	8,825,000	124,666	124,666	-0-		None

None

Name	Principal Amount of Notes Beneficially Owned and Offered(1)	Shares of Common Stock Beneficially Owned	Common Stock Offered(2)	Notes Owned After Completion of Offering(3)	Common Stock Owned After Completion of Offering(3)	Material Relationship(4)
Convertible Fund						
Wachovia Securities Inc.	\$ 15,000,000	211,898	211,898	-0-		None
White River Securities L.L.C.	\$ 10,000,000	141,265	141,265	-0-		None
Wolverine Trading	\$ 1,000,000	14,127	14,127	-0-		None
Worldwide Transactions Ltd.	\$ 946,000	13,364	13,364	-0-		None
Writers Guild Industry Health Fund						
(Boomer Fund)	\$ 140,000	1,978	1,978	-0-		None
Yield Strategies Fund I, L.P.	\$ 1,500,000	21,190	21,190	-0-		None
Yield Strategies Fund II, L.P.	\$ 1,500,000	21,190	21,190	-0-		None
Zazove Convertible Arbitrage Fund						
L.P.	\$ 1,000,000	14,127	14,127	-0-		None
Zeneca Holdings Trust	\$ 580,000	8,193	8,193	-0-		None
Zurich Institutional Benchmark						
Master Fund Ltd.	\$ 500,000	7,063	7,063	-0-		None

- Total principal amount at maturity of the notes of the selling security holders listed is more than \$381,488,000 because certain of the selling security holders may have transferred the notes pursuant to Rule 144A or otherwise reduced their position prior to selling pursuant to the prospectus. The maximum principal amount at maturity of the notes that may be sold under the prospectus will not exceed \$381,488,000.
- (2)

  Represents shares of common stock issuable upon conversion of the notes that are beneficially owned and offered by the selling security holder. The number of shares issuable upon conversion is subject to adjustment under certain circumstances.
- (3) Assumes that all of the notes and/or all of the common stock into which the notes are convertible are sold.
- (4)

  Includes any position, office or other material relationship which the selling security holder has had within the past three years with Duane Reade Inc. or any of its predecessors or affiliates.
- (5) Deutsche Bank Securities Inc. will beneficially own approximately 1.3% of our common stock, assuming conversion of all of the selling security holders' notes and based on the 23,947,742 shares of common stock outstanding as of October 24, 2002.
- (6)

  KBC Financial Products (Cayman Islands) will beneficially own approximately 1.2% of our common stock, assuming conversion of all of the selling security holders' notes and based on the 23,947,742 shares of common stock outstanding as of October 24, 2002.

See the "Risk Factors" section beginning on page 6 of the prospectus to read about factors you should consider before purchasing the notes or our common stock.

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 the prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.

Prospectus Supplement No. 3 dated April 11, 2003 (To Prospectus dated July 29, 2002) \$381,488,000 Duane Reade Inc. Senior Convertible Notes due 2022