

FLACH GLORIA A
Form 3/A
May 11, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â FLACH GLORIA A		(Month/Day/Year)	NORTHROP GRUMMAN CORP /DE/ [NOC]	
(Last)	(First)	03/01/2010		
1840 CENTURY PARK EAST			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	03/02/2010
LOS ANGELES,Â CAÂ 90067			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			CORP VP. PRES, ENT,SH SVCS	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	38,579 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Option (Right-to-Buy)	02/16/2011 ⁽²⁾	02/16/2017	Common Stock	54,550	\$ 59.56	D	Â
Stock Option (Right-to-Buy)	02/17/2010 ⁽³⁾	02/17/2016	Common Stock	6,536	\$ 44.99	D	Â
Stock Option (Right-to-Buy)	10/01/2005 ⁽⁴⁾	10/01/2014	Common Stock	800	\$ 53.7	D	Â
Stock Option (Right-to-Buy)	06/14/2005 ⁽⁴⁾	06/14/2014	Common Stock	3,000	\$ 52.485	D	Â
Stock Option (Right-to-Buy)	08/20/2004 ⁽⁴⁾	08/20/2013	Common Stock	3,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	08/20/2003 ⁽⁴⁾	08/20/2012	Common Stock	2,700	\$ 57.4	D	Â
Stock Option (Right-to-Buy)	08/15/2002 ⁽⁴⁾	08/15/2011	Common Stock	3,000	\$ 39.28	D	Â
Stock Option (Right-to-Buy)	05/16/2002 ⁽⁵⁾	05/16/2010	Common Stock	1,426	\$ 38.13	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLACH GLORIA A 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â CORP VP. PRES, ENT,SH SVCS	Â

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Gloria A.
Flach

03/02/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Total amount includes 4,636 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 11,873 unvested RPSRs granted under the LTISP on 2/17/09 with measurement period ending on 12/31/11; and 12,900 unvested RPSRs granted under the LTISP on 2/16/10 with measurement period ending on 12/31/12. RPSR grants awarded pursuant to Rule 16b-3(d)(3).
- (1) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/16/11, 2/16/12 and 2/16/13.
 - (2) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/17/10, 2/17/11 and 2/17/12.
 - (3) The option vests in four equal installments (25%) on each anniversary of grant date.
 - (4) The option vests on 2nd anniversary of grant date.

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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. more of the outstanding shares of our common stock. Under the rights plan, we distributed one purchase right for each share of common stock outstanding at the close of business on May 17, 2002. If a person or group acquires 15% or more of our common stock in a transaction not pre-approved by our Board of Directors, each right will entitle its holder, other than the acquirer, to buy our common stock at 50% of its market value for the right's then current exercise price (initially \$70.00). In addition, if an unapproved party acquires more than 15% of our common stock, and our company or our business is later acquired by the unapproved party or in a transaction in which all shareholders are not treated alike, shareholders with unexercised rights, other

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than the unapproved party, will be entitled to purchase common stock of the merger party or asset buyer with a value of twice the exercise price of the rights. Each right also becomes exercisable for one one-thousandth of a share of our Series RP preferred stock at the right's then current exercise price ten days after an unapproved third party makes, or announces an intention to make, a tender offer or exchange offer that, if completed, would result in the unapproved party acquiring 15% or more of our common stock. Our Board of Directors may redeem the rights for a nominal amount before an event that causes the rights to become exercisable. The rights will expire on May 2, 2012.

Articles of Incorporation and Bylaws

Preferred Stock. Under our articles of incorporation, the Board of Directors has the power to authorize the issuance of up to 2,500,000 shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without further vote or action by the shareholders. The issuance of preferred stock may:

delay, defer or prevent a change in control;

discourage bids for the common stock at a premium over the market price of our common stock;

adversely affect the voting and other rights of the holders of our common stock; and

discourage acquisition proposals or tender offers for our shares and, as a consequence, inhibit fluctuations in the market price of our shares that could result from actual or rumored takeover attempts.

Special Meeting Requirements. Our bylaws provide that special meetings of shareholders may be called at the request of the Board of Directors, the Chairman of the Board of Directors, the President, or the holder of shares entitled to cast not less than one-tenth of the votes at the meeting.

Cumulative Voting. Our bylaws provide for cumulative voting in the election of directors. At every election of directors, shareholders may cumulate votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the shares are entitled or distribute votes according to the same principle among as many candidates as desired. No shareholder is entitled to cumulate votes for any one or more candidates unless such candidate or candidates' names have been placed in nomination prior to the voting and at least one shareholder has given notice at the meeting prior to the voting of the shareholder's intention to cumulate votes.

These provisions may deter a hostile takeover or delay a change in control or management of Thoratec.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, Inc.

NASDAQ National Market Listing

Our common stock is listed on the NASDAQ National Market under the symbol THOR.

MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following summary discusses certain material U.S. federal income tax (and in the case of non-U.S. holders, as defined below, certain U.S. federal estate tax) consequences relating to the purchase, ownership, and disposition of the notes and common stock into which the notes may be converted. Except where noted, this summary deals only

with notes and common stock held as capital assets and is applicable only to initial purchasers of notes who purchase the notes for an amount of cash equal to the initial offering price of such notes. This summary does not address any state, local or foreign tax consequences. In addition, this summary does not deal with special situations, such as:

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tax consequences to holders who may be subject to special tax treatment, such as dealers in securities or currencies, banks, financial institutions, insurance companies, tax-exempt entities and traders in securities that elect to use a mark-to-market method of accounting for their securities holdings;

tax consequences to persons holding notes or common stock as part of a hedging, integrated, constructive sale or conversion transaction or a straddle;

tax consequences to U.S. holders (as defined below) whose functional currency is not the U.S. dollar; or

alternative minimum tax consequences.

If a partnership holds notes or common stock, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding notes or common stock, you should consult your tax advisor.

The discussion below is based upon the provisions of the Internal Revenue Code of 1986, as amended (the Code), and U.S. Treasury regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in U.S. federal income tax consequences different from those discussed below. There can be no assurance that the Internal Revenue Service (the IRS) will not challenge one or more of the tax consequences discussed herein.

IF YOU ARE CONSIDERING THE PURCHASE OF NOTES, YOU SHOULD CONSULT YOUR OWN TAX ADVISORS REGARDING THE U.S. FEDERAL INCOME TAX CONSEQUENCES TO YOU OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE NOTES AND COMMON STOCK IN LIGHT OF YOUR PARTICULAR SITUATION, AND REGARDING ANY TAX CONSEQUENCES ARISING UNDER THE LAWS OF ANY OTHER JURISDICTION.

U.S. Holders

The following is a summary of certain material U.S. federal income tax consequences that will apply to you if you are a U.S. holder. A U.S. holder means a beneficial owner of a note or common stock that is:

a citizen or resident alien individual of the United States;

a corporation (or any entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or any political subdivision of the United States;

an estate the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust if it (1) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

Original Issue Discount

The notes have original issue discount (OID) for U.S. federal income tax purposes, and accordingly, you will be subject to special rules relating to the accrual of income for such purposes. You generally must include OID in gross income for U.S. federal income tax purposes on an annual basis under a constant yield accrual method, as described below, regardless of your regular method of tax accounting. As a result, you will be required to include OID in income in advance of the receipt of cash attributable to that income.

The notes will be treated as issued with OID equal to the excess of a note's stated redemption price at maturity over its issue price. The issue price is the first price at which a substantial amount of notes are sold for money (excluding sales to bond houses, brokers or similar persons or organizations acting as underwriters,

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placement agents or wholesalers). The stated redemption price at maturity of a note will include all payments of principal and cash interest on the note. Because the notes provide for payment of cash interest only through 2011, the cash interest will be included in the stated redemption price at maturity and accordingly taxed to you as part of the OID accrued on the note, as described below. That cash interest will not be again included separately in your gross income when accrued or paid, regardless of your method of accounting for tax purposes. In each year after 2010, you will recognize OID, regardless of whether you receive cash interest.

The amount of OID includible in your income is the sum of the daily portions of OID with respect to the note for each day during the taxable year or portion thereof in which you hold the note (accrued OID). A daily portion is determined by allocating to each day in any accrual period a pro rata portion of the OID that accrued in that period. The accrual period of a note may be of any length and may vary in length over the term of the note, provided that each accrual period is no longer than one year and each scheduled payment of principal or interest occurs either on the first or last day of an accrual period. The amount of OID that accrues with respect to any accrual period is the product of the note's adjusted issue price at the beginning of the accrual period and its yield to maturity, determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the period. The adjusted issue price of a note at the start of any accrual period is equal to its issue price, increased by the accrued OID for each prior accrual period and reduced by any payments of cash interest and principal made on such note.

As described under Description of Notes Registration Rights, we may be required to make payments of liquidated damages to the holders of the notes if we do not file a registration statement, or use our reasonable best efforts to cause that registration statement to be declared effective and to remain effective. We intend to take the position that the possibility of any payment of liquidated damages does not affect the determination of the yield to maturity of the notes or give rise to any additional accrual of original issue discount or recognition of ordinary income upon the exchange, sale or redemption of a note. This position is based in part on a determination that as of the date of issuance of the notes, the possibility that liquidated damages will have to be paid is a remote or incidental contingency within the meaning of applicable U.S. Treasury regulations. Our determination that this possibility is a remote or incidental contingency is binding on you, unless you explicitly disclose that you are taking a different position to the IRS on your tax return for the year during which you acquire the note. However, the IRS may take a contrary position from that described above, which could affect the timing and character of both your income from the notes and our deduction with respect to the payments of liquidated damages. If we are required to make any payments of liquidated damages, the amount of OID that accrues with respect to subsequent accrual periods may increase.

You should consult your own tax advisors concerning the appropriate tax treatment of the payment of liquidated damages with respect to the notes in the event that we are required to make these payments to you.

Sale, Exchange, Redemption, Repurchase or other Disposition of Notes

You generally will recognize gain or loss upon the sale, exchange, redemption, repurchase or other disposition of a note equal to the difference between the amount realized upon the sale, exchange, redemption, repurchase or other disposition and your adjusted tax basis in the note. Your adjusted tax basis in a note will be equal to the amount paid for the note, increased by the amount of OID previously included in income (including in the tax year of disposition) and decreased by the amount of payments of cash interest and principal. Any gain or loss recognized on a disposition of the note will be capital gain or loss. If you are a noncorporate U.S. holder, including an individual, and have held the note for more than one year, capital gain will be subject to tax at a maximum rate of 15% through December 31, 2008. As of January 1, 2009, the maximum capital gains rate will revert to 20%. Your ability to deduct capital losses may be limited.

Conversion of Notes

You generally will not recognize any income, gain or loss upon the conversion of a note solely into common stock. If you receive cash in lieu of a fractional share of common stock, however, you will be treated as if you received the fractional share and we then redeemed the fractional share for cash. You will recognize gain or loss equal to the difference between the cash received and the portion of your basis in the stock attributable to the

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fractional share. Your aggregate basis in the common stock received (including any fractional share deemed received) will equal your adjusted basis in the note. Your holding period for the stock will include the period during which you held the note.

If you receive solely cash upon the conversion of a note, you will recognize gain or loss equal to the difference between the amount realized and your adjusted tax basis in the note. Such gain or loss will be capital gain or loss. As discussed above under Sale, Exchange, Redemption, Repurchase or other Disposition of Notes, long-term capital gain of a noncorporate U.S. holder will be subject to a reduced rate of taxation. Your ability to deduct capital losses may be limited.

If you receive a combination of cash and common stock upon a conversion (and such cash is not merely received in lieu of a fractional share of common stock), you will be required to recognize gain in an amount equal to the lesser of (1) the cash received (other than cash attributable to accrued and unpaid interest) or (2) the excess of the fair market value of the common stock and cash (other than cash attributable to accrued and unpaid interest) received upon conversion over your adjusted tax basis in the note at the time of conversion. You generally will not be permitted to recognize any loss realized upon such a conversion. Your tax basis in the common stock received will be the same as your tax basis in the note, reduced by the amount of cash received (other than cash received in lieu of a fractional share) and increased by the amount of gain recognized (other than gain recognized with respect to a fractional share).

Constructive Dividends

The conversion price of the notes will be adjusted in certain circumstances as described in the section titled Description of Notes Conversion Rights. Under Section 305(c) of the Code, adjustments (or failures to make adjustments) that have the effect of increasing your proportionate interest in our assets or earnings may in some circumstances result in a taxable deemed distribution to you. Any deemed distribution to you will be subject to U.S. federal income tax in the same manner as an actual distribution received by you, as described under Dividends on Common Stock below.

For example, if at any time we make a distribution of property to holders of our common stock that would be taxable to the shareholders as a dividend for U.S. federal income tax purposes and, in accordance with the provisions of the notes dealing with adjustment of the conversion price, the conversion rate of the notes is increased, this increase may be deemed to be the payment of a taxable dividend (to the extent of our current or accumulated earnings and profits) to the holder of the note. However, in general, an increase in the conversion rate in the event of stock dividends or the distribution of rights to subscribe for common stock will not be so treated. In certain circumstances, the failure to make an adjustment to the conversion price could result in a payment of a deemed dividend to the holder of a note.

You should carefully review the conversion rate adjustment provisions and consult your own tax advisors with respect to the tax consequences of any such adjustment (or failure to make an adjustment).

Dividends on Common Stock

If, after you convert a note into common stock, we make a distribution of cash or other property with respect to that stock, the distribution will be treated as a dividend to the extent that it is paid from our current or accumulated earnings or profits, as determined for U.S. federal income tax purposes. If you are a noncorporate U.S. holder, including an individual, and provided you hold the common stock for more than 60 days during the 120-day period beginning 60 days before the ex-dividend date, a dividend will be taxable to you at a maximum rate of 15% through December 31, 2008. As of January 1, 2009, dividends will once again be taxable at ordinary income rates. If the distribution exceeds our current or accumulated earnings and profits, the excess will be treated first as a tax-free return

of capital to the extent of your basis in the common stock. Any remaining excess will be treated as capital gain. If you are a corporation, you may be able to claim a deduction for a portion of any distribution received that is considered a dividend.

Sale or Other Disposition of Common Stock

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You will generally recognize capital gain or loss on a sale or other disposition of common stock. Your gain or loss will equal the difference between the proceeds you receive and your adjusted tax basis in the stock. The proceeds received will include the amount of any cash and the fair market value of any other property received for the stock. If you are a noncorporate U.S. holder, including an individual, and have held the stock for more than one year, such capital gain will be subject to tax at a maximum rate of 15% through December 31, 2008. As of January 1, 2009, the maximum capital gains rate will revert to 20%. Your ability to deduct capital losses may be limited.

Non-U.S. Holders

The following is a summary of certain material U.S. federal tax consequences that will apply to you if you are a non-U.S. holder. The term *non-U.S. holder* means a holder of a note or 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, persons eligible for benefits under income tax conventions to which the United States is a party and U.S. expatriates. You should consult your own tax advisors to determine the U.S. federal, state, local and other tax consequences that may be relevant to you.

Payment of Interest

The 30% U.S. federal withholding tax will not apply to any payment to you of interest (including OID) on a note provided that:

you do 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;

you are not a controlled foreign corporation that is related to us within the meaning of section 864(d)(4) of the Code;

you are not a bank whose receipt of interest on a note is described in section 881(c)(3)(A) of the Code; and

you provide your name and address, and certify, under penalties of perjury, that you are not a U.S. person (which certification may be made on an IRS Form W-8BEN (or successor form)) or (b) you hold your notes through certain foreign intermediaries, and you and the foreign intermediary satisfy the certification requirements of applicable U.S. Treasury regulations. Special certification rules apply to non-U.S. holders that are pass-through entities rather than corporations or individuals.

If you cannot satisfy the requirements described above, payments of interest (and OID) will be subject to the 30% U.S. federal withholding tax, unless you provide us 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 paid on the note is not subject to withholding tax because it is effectively connected with your conduct of a trade or business in the United States. If you are engaged in a trade or business in the United States and interest on a note is effectively connected with the conduct of that trade or business or, if a tax treaty applies, is attributable to your U.S. permanent establishment, you will be subject to U.S. federal income tax on that interest on a net income basis (although you will be exempt from the 30% withholding tax, provided you satisfy the certification requirements described above) in the same manner as if you were a U.S. person as defined under the Code. In addition, if you are a foreign corporation, you may be subject to a branch profits tax equal to 30% (or lower applicable treaty rate) of your earnings and profits for the taxable year, subject to adjustments, that are effectively connected with your conduct of a trade or business in the United States. If you are eligible for a reduced rate of U.S. withholding tax pursuant to an income tax treaty, you may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS.

Constructive Dividends

Under certain circumstances, a non-U.S. holder may be deemed to have received a constructive distribution

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as a result of an adjustment (or a failure to make an adjustment) in the conversion price of the notes (see U.S. Holders Constructive Dividends above). Any such constructive distribution will be treated in the same manner as an actual distribution received by you, as discussed above under Dividends on Common Stock, below. We intend to deduct U.S. federal withholding tax with respect to any such constructive dividend from cash interest or other payments on your notes. You should consult your own tax advisors as to whether you can obtain a refund for all or a portion of any tax withheld with respect to constructive dividends.

Dividends on Common Stock

Any dividends paid to you with respect to our common stock 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 or, if a tax treaty applies, 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 corporation may, under certain circumstances, be subject to an additional branch profits tax at a 30% rate (or lower applicable treaty rate). If you are a non-U.S. holder of common stock who wishes to claim the benefit of an applicable treaty rate, you are required to satisfy applicable certification and other requirements. If you are eligible for a reduced rate of U.S. withholding tax pursuant to an income tax treaty, you may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS.

Sale, Exchange, Repurchase or Redemption of Notes or Common Stock

Any gain realized upon the sale, exchange, repurchase, redemption or other disposition of a note or 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 you, or if a tax treaty applies, attributable to a U.S. permanent establishment;

you are 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.

If you are a non-U.S. holder whose gain is described in the first or third bullet point above, you will be subject to U.S. federal income tax on the net gain derived from the sale at the applicable graduated rates. If you are a corporate non-U.S. holder whose gain is described in the first bullet point above you may also be subject to a branch profits tax at a 30% rate (or lower applicable treaty rate). If you are an individual non-U.S. holder described in the second bullet point above, you 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 you are not considered a resident of the United States.

We believe that we are not, and we do not anticipate that we will become, a U.S. real property holding corporation for U.S. federal income tax purposes. However, there can be no assurance that we will not become a U.S. real property holding corporation in the future.

U.S. Federal Estate Tax

If you are a non-U.S. holder and are also not a resident of the United States (as specially defined for U.S. federal estate tax purposes) at the time of your death, the U.S. federal estate tax will not apply to notes owned by you at the

time of your death, provided that (1) you 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 notes would not have been, if received at the time of your death, effectively connected with your conduct of a trade or business in the United States. However, common stock held by you at the time of your death will be

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included in your gross estate for U.S. federal estate tax purposes unless an applicable estate tax treaty provides otherwise. If you are an individual, you should consult with your tax advisors before considering an investment in the notes.

Information Reporting and Backup Withholding

If you are a U.S. holder, in general, information reporting requirements will apply to certain payments of principal and interest on the notes, dividends paid on the common stock, and the proceeds of sale of a note or share of common stock unless you are an exempt recipient (such as a corporation). Backup withholding tax at a rate of 28% will apply to such payments if you fail to provide your taxpayer identification number or certification of exempt status or fail to report in full dividend and interest income.

If you are a non-U.S. holder, in general, you will not be subject to backup withholding and information reporting with respect to payments that we make to you provided that we do not have actual knowledge or reason to know that you are a U.S. person and you have given us the statement described above under Non-U.S. Holders Payment of Interest. In addition, you will not be subject to backup withholding or information reporting with respect to the proceeds of the sale of a note 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 or reason to know that you are a U.S. person, as defined under the Code, or you otherwise establish an exemption. However, we may be required to report annually to the IRS and to you the amount of, and the tax withheld, if any, with respect to, any interest or dividends paid to you, regardless of whether any tax was actually withheld. Copies of these information returns may also be made available under the provisions of a specific treaty or agreement to the tax authorities of the country in which the non-U.S. holder resides.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax provided the required information is furnished to the IRS in a timely manner.

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We originally issued the notes to Merrill Lynch Pierce Fenner & Smith Incorporated, referred to as the initial purchaser, in transactions exempt from the registration requirements of the Securities Act of 1933. The notes were immediately resold by the initial purchaser to persons reasonably believed by the initial purchasers to be qualified institutional buyers within the meaning of Rule 144A under the Securities Act of 1933 in transactions exempt from registration under the Securities Act of 1933. Selling securityholders, including their transferees, pledgees or donees or their successors, may from time to time offer and sell the notes and the common stock into which the notes are convertible. Our registration of the notes and the shares of common stock issuable upon conversion of the notes does not necessarily mean that the selling securityholders will sell all or any of the notes or the common stock. Except as set forth below, none of the selling securityholders has, or within the past three years has had, any position, office or other material relationship with us or any of our predecessors or affiliates.

The following table sets forth certain information as of May 6, 2005, except where otherwise noted, concerning the principal amount of notes beneficially owned by each selling securityholder and the number of shares of underlying common stock that may be offered from time to time by each selling securityholder with this prospectus. The information is based on information provided by or on behalf of the selling securityholders. We have assumed for purposes of the table below that the selling securityholders will sell all of their notes and common stock issuable upon conversion of the notes pursuant to this prospectus, and that any other shares of our common stock beneficially owned by the selling securityholders will continue to be beneficially owned.

Information about the selling securityholders may change over time. In particular, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided to us information regarding their notes. Any changed or new information given to us by the selling securityholders will be set forth in supplements to this prospectus or amendments to the registration statement of which this prospectus is a part, if and when necessary.

Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered (USD)	Percentage of Notes Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(8)	Natural Person(s) with Voting or Investment Power
AG Domestic Convertibles, LP (+)	7,500,000	3.03	220,989	220,989	0	John M. Angelo, Michael L. Gordon
AG Offshore Convertibles, Ltd. (+)	17,500,000	7.07	515,641	515,641	0	John M. Angelo, Michael L. Gordon
(4)	5,000,000	2.02	147,326	147,326	0	(9)

Alexandra Global
Master Fund Ltd.

Barclays Global
Investors
Diversified

Alpha Plus Funds	1,460,000	*	43,019	43,019	0	Michael A. Boyd
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Barclays Global
Investors Ltd.

	500,000	*	14,733	14,733	0	Alex Lach
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Barnet Partners Ltd.

	1,000,000	*	29,465	29,465	0	Alex Lach
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BP Amoco PLC
Master Trust

	2,445,000	*	72,042	72,042	0	(26)
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Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered (USD)	Percentage of Notes Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(8)	Natural Person(s) with Voting or Investment Power
BNP Paribas Equity Strategies, SNC (+)	7,429,000	3.00	227,068	218,897	8,171	Christian Menestrier
Canyon Capital Arbitrage Master Fund, Ltd. (+)	4,500,000	1.82	132,593	132,593	0	(10)
Canyon Value Realization Fund, L.P. (+)	2,250,000	*	66,297	66,297	0	(11)
Canyon Value Realization Fund (Cayman), Ltd. (+)	6,150,000	2.49	181,211	181,211	0	(12)
Canyon Value Realization Mac 18, Ltd. (RMF) (+)	900,000	*	26,519	26,519	0	(13)
City of Southfield Fire and Police Retirement System	14,000	*	413	413	0	(26)
Consulting Group Capital Markets Fund Multi Strategy Market Neutral Investments	1,400,000	*	41,251	41,251	0	(26)
CooperNeff Convertible Strategies (Cayman) Master Fund, LP	7,313,000	2.96	215,479	215,479	0	Christian Menestrier
CSS, LLC (#)	2,000,000	*	58,930	58,930	0	Michael J. Carusillo, Clayton A. Struve,

						Nicholas D. Schoewe
DBAG London (+)	10,833,000	4.83	319,197	319,197	0	Patrick Corrigan
Deutsche Bank Securities Inc. (#)	167,000	*	4,921	4,921	0	Tom Sullivan
DKR Saturn Event Driven Holding Fund Ltd.	9,500,000	3.84	279,919	279,919	0	(14)
DKR Saturn Multi-Strategy Holding Fund Ltd.	9,500,000	3.84	279,919	279,919	0	(15)

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Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered (USD)	Percentage of Notes Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(8)	Natural Person(s) with Voting or Investment Power
DKR SoundShore Oasis Holding Fund Ltd.	16,000,000	6.47	471,443	471,443	0	(16)
DKR SoundShore Strategic Holding Fund Ltd.	2,000,000	*	58,930	58,930	0	(17)
Estate of James Campbell	90,000	*	2,652	2,652	0	(26)
Fidelity Financial Trust: Fidelity Convertible Securities Fund (+) (5)	18,200,000	7.36	536,267	536,267	0	(18)
Forest Fulcrum Fund LP (#)	1,480,000	*	43,608	43,608	0	Michael A. Boyd
Forest Global Convertible Fund, Ltd. Class A-5	5,619,000	2.27	165,565	165,565	0	Michael A. Boyd
Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio	3,420,000	1.38	100,771	100,771	0	Michael A. Boyd
FrontPoint Convertible Arbitrage Fund, L.P.	5,500,000	2.22	162,059	162,059	0	(19)
Gaia Offshore Master Fund Ltd.	4,500,000	1.82	132,593	132,593	0	(3)
General Motors Welfare Benefit Trust	1,000,000	*	29,465	29,465	0	Alex Lach

GM AM Group Pension Trust	1,000,000	*	29,465	29,465	0	Alex Lach
Geode U.S. Convertible Arbitrage Fund, a segregated account of Geode Capital Master Fund Ltd.	5,000,000	2.02	147,326	147,326	0	Vincent Gubitosi
Grace Convertible Arbitrage Fund Ltd.	8,500,000	3.44	250,454	250,454	0	Bradford Whitmore & Michael Brailov
HFR CA Global Opportunity Master Trust	1,020,000	*	30,055	30,055	0	Michael A. Boyd

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Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered (USD)	Percentage of Notes Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(8)	Natural Person(s) with Voting or Investment Power
HFR RVA Select Performance Master Trust	560,000	*	16,501	16,501	0	Michael A. Boyd
Highbridge International LLC (+)	8,500,000	3.44	250,454	250,454	0	Glenn Dubin & Henry Sweica
Hotel Union and Hotel Industry of Hawaii Pension Plan	298,000	*	8,781	8,781	0	(26)
Institutional Benchmarks Master Fund Ltd. c/o SSI Investment Mgt.	2,360,000	*	69,538	69,538	0	(26)
JMG Capital Partners LP	4,000,000	1.62	117,861	117,861	0	(3)
JMG Triton Offshore Fund, LTD.	4,000,000	1.62	117,861	117,861	0	(20)
JP Morgan Securities, Inc. (#)	10,000,000	4.04	294,652	294,652	0	Charlotte Chui
Kamunting Street Master Fund, LTD	3,000,000	1.21	88,896	88,896	0	Allan Teh
KBC Financial Products USA, Inc. (#)	9,540,000	3.86	281,098	281,098	0	(21)
Lighthouse Multi-Strategy Master Fund	250,000	*	7,366	7,366	0	Frank Compana and James Doolin

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LLT Limited	760,000	*	22,394	22,394	0	(22)
Lyxor Convertible Arbitrage Fund Limited	1,287,000	*	37,922	37,922	0	Christian Menestrier
Lyxor/Forest Fund Limited	3,340,000	1.35	98,414	98,414	0	Michael A. Boyd
Lyxor/GAIN II Fund Ltd.	1,500,000	*	44,198	44,198	0	(3)
Lyxor/Quest Fund Ltd.	1,650,000	*	48,618	48,618	0	Frank Compana and James Doolin
Mellon HBV Master Convertible Arbitrage Fund LP (+)	1,380,000	*	40,662	40,662	0	Stuart Dobson

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Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered ()	Percentage of Notes Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(8)	Natural Person(s) with Voting or Investment Power
Mellon Master Leveraged Multi-Strategy Fund LP (+)	52,500	*	1,547	1,547	0	Stuart Dobson
Mellon HBV Master Multi-Strategy Fund LP (+)	831,000	*	24,486	24,486	0	Stuart Dobson
Merrill Lynch, Pierce, Fenner and Smith, Inc. (#)	10,324,000	4.18	304,729	304,729	0	(27)
MFS Mid Cap Value Fund A Series of MFS Series Trust XI (+)	3,200,000	1.29	94,289	94,289	0	(3)
MFS Sunlife Mid Cap Value Series (+)	200,000	*	5,893	5,893	0	(3)
Mint Master Fund Ltd	164,000	*	4,832	4,832	0	Stuart Dobson
Nisswa Master Fund Ltd.	1,000,000	*	29,465	29,465	0	Brian Taylor
Nomura Securities Int 1 (#)	2,000,000	*	59,730	58,930	800	Simon Pharr
Northwestern Mutual Life Insurance Company	4,000,000	1.62	117,861	0.237	117,861	(23)
Polaris Vega Fund L.P.	300,000	*	8,840	8,840	0	Gregory Levinson
Quest Global Convertible Master	600,000	*	17,679	17,679	0	Frank Compana

Fund Ltd.

and
James
Doolin

Radcliffe SPC Ltd. for
and on behalf of the
Class A Convertible
Crossover Segregated
Portfolio

14,000,000

5.65

412,512

412,512

0

(24)

Retail Clerks Pension
Trust

1,000,000

*

29,465

29,465

0

Alex
Lach

Silverback Master Ltd.

5,000,000

2.02

147,326

147,326

0

Elliot
Bassen

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Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered (USD)	Percentage of Notes Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(8)	Natural Person(s) with Voting or Investment Power
Singlehedge US Convertible Arbitrage Fund	1,950,000	*	57,457	57,457	0	Christian Menestrier
Sphinx Convertible Arbitrage Fund SPC c/o SSI Investment Mgt.	2,129,000	*	62,731	62,731	0	(26)
Sphinx Convertible Arbitrage SPC	1,160,000	*	34,180	34,180	0	Michael A. Boyd
SSI Blended Market Neutral L.P.	875,000	*	25,782	25,782	0	(26)
SSI Hedged Convertible Market Neutral L.P.	1,283,000	*	37,804	37,804	0	(26)
St. Albans Partners Ltd.	3,500,000	1.41	103,128	103,128	0	Alex Lach
Sturgeon Limited	158,000	*	4,656	4,656	0	(25)

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Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered (USD)	Percentage of Notes Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(8)	Natural Person(s) with Voting or Investment Power
Xavex Convertible Arbitrage Fund	340,000	*	10,018	10,018	0	Michael A. Boyd
Yield Strategies Fund I, LP	2,000,000	*	58,930	58,930	0	Alex Lach
Yield Strategies Fund II, LP	2,000,000	*	58,930	58,930	0	Alex Lach
Zurich Institutional Benchmarks Master Fund Ltd.	1,720,000	*	50,680	50,680	0	Michael A. Boyd
Total (6)(7):	247,427,000	100	7,309,077	7,290,486	18,591	n/a

* Less than one percent (1%).

The selling securityholder is a registered broker-dealer.

+ The selling securityholder is an affiliate of a registered broker-dealer.

(1) Assumes conversion of all of the holder's notes at a conversion rate of 29.4652 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment as described under Description of Notes Conversion Rights. As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future. Excludes shares of common stock that may be issued by us upon the repurchase of the notes as described under Description of Notes Repurchase of the Notes by Us at the Option of Holders Upon a Fundamental Change and fractional shares. Holders will receive a cash adjustment for any fractional share amount resulting from conversion of the notes, as described under Description of Notes Conversion Rights.

(2) Except as set forth below in footnotes (4) (5), and (7), the number of shares of common stock beneficially owned by each holder named above is less than 1% of our outstanding common stock, calculated based on 48,266,917 shares of common stock outstanding as of April 28, 2005. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's notes, but we did not assume conversion of any other holder's notes.

(3) The selling securityholder has informed us that there are no natural persons with voting or investment power over the notes and common stock issuable upon conversion of the notes.

(4) The number of shares of common stock beneficially owned by this holder is 1.07% of our outstanding common stock, calculated as described in (2).

(5) The number of shares of common stock beneficially owned by this holder is 1.11% of our outstanding common stock, calculated as described in (2).

(6) Information concerning named selling securityholders or future transferees, pledgees or donees of or from any such securityholder will be set forth in supplements to this prospectus, absent circumstances indicating the change is

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material. In addition, post-effective amendments to the registration statement, of which this prospectus is a part, will be filed to disclose any material changes to the plan of distribution from the description in the final prospectus, or additions or changes with respect to unnamed selling securityholders or future transferees, pledgees or donees from such unnamed holders.

(7) The sum of the listed principal amounts of notes beneficially owned by the selling securityholders named in the table above exceeds \$247,427,000 because certain selling securityholders may have transferred notes or otherwise reduced their position prior to selling pursuant to this prospectus, and as a result we received beneficial ownership information from additional selling securityholders. However, the maximum principal amount of notes that may be sold under this prospectus will not exceed \$247,427,000.

(8) For the purposes of computing the number and percentage of notes and shares to be held by the selling securityholders after the conclusion of the offering, we have assumed for purposes of the table above that the selling securityholders named above will sell all of the notes and all of the common stock issuable upon conversion of the notes offered by this prospectus, and that any other shares of our common stock beneficially owned by these selling securityholders will continue to be beneficially owned. We also assume that unnamed holders of notes, or any future transferees, pledgees, donees or successors of or from any such holder, do not beneficially own any common stock other than that issuable upon conversion of the notes.

(9) Alexandra Investment Management LLC serves as investment adviser to the Selling Securityholder. By reason of such relationship, Alexandra may be deemed to share dispositive power or investment control over the shares of common stock stated as beneficially owned by the Selling Securityholder. Alexandra disclaims beneficial ownership of such shares of common stock. Messrs. Mikhail A. Filimonov and Dmitri Sogoloff are managing members of Alexandra. By reason of such relationships, Filiminov and Sogoloff may be deemed to share dispositive power or investment control over the shares of common stock stated as beneficially owned by the Selling Securityholder. Filimonov and Sololoff disclaim beneficial ownership of such shares of common stock.

(10) Controlling entity with voting and investment power: Canyon Capital Advisors LLC. Canyon Capital Advisors LLC is the investment advisor for Canyon Capital Arbitrage Master Fund, Ltd. and has the power to direct investments by Canyon Capital Arbitrage Master Fund, Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner. Canyon Capital Arbitrage Master Fund Ltd., is a Cayman Islands Exempted company.

(11) Controlling entities with voting and investment power: Canpartners Investments III, L.P. and Canyon Capital Advisors LLC. The general partners for Canyon Value Realization Fund, L.P. are Canpartners Investments III, L.P. Canyon Capital Advisors LLC is the General Partner of Canpartners Investments III. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner.

(12) Controlling entity with voting and investment power: Canyon Capital Advisors LLC is the investment advisor. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner. In addition, Joshua S. Friedman, Mitchell R. Julis and R. Christian B. Evensen own all the ordinary shares of Canyon Value Realization Fund (Cayman), Ltd., carrying full voting rights on all matters.

(13) Controlling entity with Voting and Investment Power: RMF MAC Ltd. Managed Accounts Limited is the parent company of Canyon Value Realization Mac 18, Ltd. Canyon Capital Advisors is the Investment Advisor for Canyon Value Realization MAC Ltd. and has the power to direct investments. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner. Canyon Value Realization MAC Ltd. is a Limited Liability Cayman Islands Company.

(14) DKR Saturn Management LP is a registered investment adviser with the Securities and Exchange Commission and as such, is the investment Manager to DKR Saturn Event Driven Holding Fund Ltd. DKR Saturn has retained certain individuals to act as the portfolio manager to the Fund managed by DKR Saturn. As such, DKR Saturn and certain portfolio managers have shares dispositive and voting power over the securities. For shares included in this

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questionnaire, DKR Saturn Management Company LP has been retained to act as the portfolio manager to the fund. Ron Phillips has trading authority over the Fund.

(15) DKR Saturn Management LP is a registered investment adviser with the Securities and Exchange Commission and as such, is the investment Manager to DKR Saturn Multi-Strategy Fund Ltd. DKR Saturn has retained certain individuals to act as the portfolio manager to the Fund managed by DKR Saturn. As such, DKR Saturn and certain portfolio managers have shares dispositive and voting power over the securities. For shares included in this questionnaire, DKR Saturn Management Company LP has been retained to act as the portfolio manager to the fund. Mike Cotton has trading authority over the Fund.

(16) DKR Capital Partners LP is a registered investment adviser with the Securities and Exchange Commission and as such, serves as the managing general partner to DKR Oasis Management Company LP, the investment manager to DKR Soundshore Oasis Holding Fund. Seth Fisher has trading authority over the Fund.

(17) DKR Capital Partners LP is a registered investment adviser with the Securities and Exchange Commission and as such, is the investment manager to DKR SoundShore Strategic Holding Fund Ltd. DKR has retained certain individuals to act as the portfolio manager to the Fund managed by DKR. As such, DKR LP and certain portfolio managers have shares dispositive and voting power over the securities. For shares included in this questionnaire, Seth Fisher has trading authority over the Fund.

(18) The entity is a registered investment fund (the Fund) advised by Fidelity Management & Research Company (FMR Co.), a registered investment adviser under the Investment Adviser s Act of 1940, as amended. FMR Co., 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 is the beneficial owner of shares of the Common Stock outstanding of the Company as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. Edward C. Johnson 3d, FMR Corp., through its control of FMR Co., and the funds each has sole power to dispose of the shares owned by the Funds. Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Funds, which power resides with the Funds Boards of Trustees.

(19) Frontpoint Convertible Arbitrage Fund GP LLC is the general partner of FrontPoint Convertible Arbitrage Fund L.P. FrontPoint Partners LLC is the managing member of FrontPoint Convertible Arbitrage Fund GP, LLC and as such has voting and dispositive power over the securities held by the fund. Phillip Duff, W. Gillespie Caffray and Paul Ghaffari are members of the board of managers of FrontPoint Partners LLC and are the sole members of its management committee. Messrs. Duff, Caffray and Ghaffari and FrontPoint Partners LLC and FrontPoint Convertible Arbitrage Fund GP, LLC each disclaim beneficial ownership of the securities held by the fund except for their pecuniary interest herein.

(20) JMG Triton Offshore Fund, Ltd. Is an international business company under the laws of the British Virgin Islands. The Fund s investment manager is Pacific Assets Management LLC. The Manager is an investment adviser registered with the SEC and has voting and dispositive power over the Fund s investments, including the Registerable Securities. The Equity interests of the Manager are owned by Pacific Capital Management, Inc. and Asset Alliance Holding Corp. The equity interests of Pacific are owned by Messrs. Roger Richter, Jonathan M. Glaser and Daniel A. David and Messrs. Glaser and Richter have sole investment discretion over the Fund s portfolio holdings.

(21) KBC Financial Products USA, Inc. exercises voting and investment control over any shares of common stock issuable upon conversion of the notes owned by this selling holder. Mr. Luke Edwards, Managing Director, exercises voting and investment control on behalf of KBC Financial Products USA, Inc.

(22) Forest Investment Management LP has sole voting control and shared investment control. Forest is wholly owned by Forest Partners II, the sole General Partner of which is Michael A. Boyd Inc., which is solely owned by Michael A. Boyd.

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(23) Northwestern Investment Management Company LLC (NIMC), a wholly-owned company of the Selling Securityholder is one of the investment advisors of the Selling Securityholder, and is the investment advisor for the Selling Securityholder with respect to the Restricted Securities. NIMC therefore may be deemed to be an indirect beneficial owner with shared voting/investment power with respect to such securities. Jerome R. Baier is a portfolio manager for NIMC and manages the portfolio which holds the Restricted Securities.

(24) Pursuant to an investment management agreement, RG Capital Management, L.P. (RG Capital) serves as the investment manager of Radcliffe SPC, Ltd. s Class A Convertible Crossover Segregated Portfolio. RGC Management Company, LLC (Management) is the general partner of RG Capital. Steve Katznelson and Gerald Stahlecker serve as the managing members of Management. Each of RG Capital, Management and Messr. Katznelson and Stahlecker disclaims beneficial ownership of the securities owned by Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio.

(25) CooperNeff Advisors, Inc. has sole investment control and shared voting control. Christian Menestrier is the CEO of CooperNeff Advisors, Inc.

(26) SSI Investment Management has voting and investment control over the securities. Mr. John Gottfurcht, Mr. George Douglas and Mrs. Amy Jo Gottfurcht are the principal shareholders of SSI Investment Management.

(27) The selling securityholder has informed us that it is required to file, or is a wholly-owned subsidiary of a company that is required to file, periodic and other reports with the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Exchange Act.

This prospectus may be used only by the selling securityholders identified above to sell the securities set forth opposite each such selling securityholder s name in the foregoing table. This prospectus may not be used by any selling securityholder not named in this prospectus, including transferees, pledgees or donees of the selling securityholders named above, prior to the effectiveness of the registration statement of which this prospectus is a part. Prior to any use of this prospectus in connection with an offering of the notes and/or the common stock issuable upon conversion of the notes by any unnamed securityholder or future transferees, pledgees or donees from such unnamed securityholders, the registration statement, of which this prospectus is a part, will be amended, as required, to set forth the name and other information about such selling securityholder. Additional information for the named securityholders and the information for transferees, pledgees or donees of the named securityholders will be provided by supplements to this prospectus, absent circumstances indicating the change is material. The supplement or amendment will also disclose whether any securityholder selling in connection with such supplement or amendment has held any position or office with, been employed by or otherwise had a material relationship with, us or any of our affiliates during the three years prior to the date of the supplement or amendment if such information has not been previously disclosed.

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PLAN OF DISTRIBUTION

The selling securityholders and their successors, which include their transferees, pledgees or donees and their successors, may, from time to time, sell the notes and the underlying common stock directly to purchasers or through underwriters, broker/dealers or agents who may receive compensation in the form of underwriting discounts, concessions or commissions from the selling securityholders and/or the purchasers of the securities. These discounts, concessions or commissions may be in excess of those customary in the types of transactions involved.

The selling securityholders may sell the notes and the underlying common stock, from time to time, in one or more transactions at:

- fixed prices;
- prevailing market prices at the time of sale;
- prices related to such prevailing market prices;
- varying prices determined at the time of sale; or
- negotiated prices.

These sales may be effected in transactions (which may involve block transactions) in the following manner:

- on any national securities exchange or quotation service on which the notes or the underlying common stock may be listed or quoted at the time of sale;
- in the over-the-counter market;
- in transactions otherwise than on such exchanges or services or in the over-the-counter market; or
- through the writing of options, whether such options are listed on option exchanges or otherwise through the settlement of short sales.

These sales may include crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the transaction.

The selling securityholders may also enter into hedging transactions with broker/dealers or other financial institutions in connection with the sales of the notes or the underlying common stock. These broker/dealers or other financial institutions may, in turn, engage in short sales of these securities in the course of hedging their positions. The selling securityholders may sell short these securities to close out short positions, or loan or pledge these securities to broker/dealers that, in turn, may sell such securities.

A short sale of the notes or the underlying common stock by a broker-dealer, financial institution or selling securityholder would involve the sale of such notes or underlying common stock that are not owned, and therefore must be borrowed, in order to make delivery of the security in connection with such sale. In connection with a short sale of the notes or the underlying common stock, a broker-dealer, financial institution or selling securityholder may purchase the notes or our common stock in the open market to cover positions created by short sales. In determining the source of the notes or shares of common stock to close out these short positions, the broker-dealer, financial institution or selling securityholders may consider, among other things, the price of notes or shares of common stock available for purchase in the open market.

The aggregate proceeds to the selling securityholders from the sale of the notes or underlying common stock will be the purchase price of the notes or common stock less any discounts or commissions. A selling securityholder

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reserves the right to accept, and together with its agents, to reject (except when we decide to redeem the notes in accordance with the terms of the indenture) any proposed purchase of notes or common stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

To comply with certain states' securities laws, if applicable, the selling securityholders will offer or sell the notes and the common stock into which the notes are convertible in such jurisdictions only through registered or licensed brokers/dealers. In addition, in some states the selling securityholders may not sell the notes and the common stock into which the notes are convertible unless such securities have been registered or qualified for sale in the applicable state or an exemption from registration or qualification is available and the conditions of which have been satisfied.

Our outstanding common stock is quoted on the NASDAQ National Market. Since their initial issuance, the notes have been eligible for trading on the PORTAL Market of the National Association of Securities Dealers, Inc. However, notes sold by means of this prospectus will no longer be eligible for trading of the PORTAL Market. We do not intend to list the notes for trading on any other automated quotation system or any securities exchange.

The selling securityholders and any underwriters, broker/dealers or agents that participate in the distribution of the notes and underlying common stock may, in connection with these sales, be deemed to be underwriters within the meaning of the Securities Act of 1933. Any selling securityholder that is a broker-dealer or an affiliate of a broker-dealer will be deemed to be an underwriter within the meaning of the Securities Act of 1933, unless such selling securityholder purchased its notes in the ordinary course of business, and at the time of its purchase of the notes to be resold, did not have any agreements or understandings, directly or indirectly, with any person to distribute the notes. As a result, any discounts, commissions, concessions or profit they earn on any resale of the notes or the shares of the underlying common stock may be underwriting discounts and commissions under the Securities Act of 1933. Selling securityholders who are deemed to be underwriters within the meaning of the Securities Act of 1933 will be subject to the prospectus delivery requirements of the Securities Act of 1933 and to certain statutory liabilities, including but not limited to those relating to Sections 11, 12 and 17 of the Securities Act of 1933 and Rule 10b-5 under the Securities Exchange Act of 1934. The selling securityholders have agreed to comply with the prospectus delivery requirements of the Securities Act of 1933, if any. We have been informed that the selling securityholders identified by the symbol # in the table in the section of this prospectus entitled Selling Securityholders are registered broker-dealers, and as a result they are underwriters in connection with the sale of the notes and the underlying common stock.

Each of the selling securityholders identified by the symbol + in the table in the section of this prospectus entitled Selling Securityholders has informed us that it is an affiliate of one or more registered-broker dealers. Each of these selling securityholders has also informed us that (1) such selling securityholder purchased its notes in the ordinary course of business and (2) at the time that the notes were purchased, such selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the notes.

The selling securityholders and any other person participating in the sale of the notes or the underlying common stock will be subject to the Securities Exchange Act of 1934. The Securities Exchange Act of 1934 rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the notes and the underlying common stock by the selling securityholders and any other such person. In addition, Regulation M of the Securities Exchange Act of 1934 may restrict the ability of any person engaged in the distribution of the notes and the underlying common stock to engage in market-making activities with respect to the particular notes and the underlying common stock being distributed for a period of up to five business days before the commencement of such distribution. This may affect the marketability of the notes and the underlying common stock and the ability of any person or entity to engage in market-making activities with respect to the notes and the underlying common stock.

We cannot assure you that any selling securityholder will sell any or all of the notes or the underlying common stock with this prospectus. Further, we cannot assure you that any such selling securityholder will not transfer, devise or gift the notes and the underlying common stock by other means not described in this prospectus. As a result, there may be, at any time, securities outstanding that are subject to restrictions on transferability and resale. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 or Rule 144A under the Securities Act of 1933 may be sold pursuant to Rule 144 or Rule 144A rather than pursuant to this prospectus. Each

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selling securityholder has represented that it will not sell any notes or common stock pursuant to this prospectus except as described in this prospectus.

At the time a particular offering of the notes or underlying common stock is made, if required, a prospectus supplement, or, if appropriate, a post-effective amendment to the registration statement of which this prospectus is a part, will be distributed setting forth the names of the selling securityholders, the aggregate amount and type of securities being offered, and, to the extent required, the terms of the offering, including the name or names of any underwriters, broker/dealers or agents, any discounts, commissions and other terms constituting compensation from the selling securityholders and any discounts, commission or concessions allowed or reallocated or paid to the broker/dealers.

To our knowledge, there are currently no plans, arrangements or understandings between any selling securityholder and any underwriter, broker-dealer or agent regarding the sale of notes and the underlying common stock by the selling securityholders.

Pursuant to the registration rights agreement relating to the notes, all expenses of the registration of notes and underlying common stock will be paid by us, except that the selling securityholders will pay all underwriting discounts and selling commissions. The selling securityholders and we have agreed to indemnify each other and our respective directors, officers and controlling persons against, and in certain circumstances to provide contribution with respect to, specific liabilities in connection with the offer and sale of the notes and the common stock, including liabilities under the Securities Act of 1933.

The registration rights agreement requires that we use our reasonable best efforts to keep the shelf registration statement continuously effective until the earliest of such time as all of the notes and the common stock issuable upon conversion thereof (i) cease to be outstanding, (ii) have been sold or otherwise transferred pursuant to an effective registration statement, (iii) have been sold pursuant to Rule 144 under circumstances in which any legend borne by the notes or common stock relating to restrictions on transferability thereof is removed or (iv) are eligible to be sold pursuant to Rule 144(k) or any successor provision. Notwithstanding the foregoing obligations, we may, under certain circumstances, postpone or suspend the filing or the effectiveness of the shelf registration statement, or any amendments or supplement thereto, or the sale of the notes or underlying common stock hereunder. See Description of Notes Registration Rights.

LEGAL MATTERS

The validity of the securities offered by this prospectus will be passed upon for us by Gibson, Dunn & Crutcher LLP, San Francisco, California.

EXPERTS

The financial statements and the related financial statement schedule and management's report on the effectiveness of internal control over financial reporting incorporated in this prospectus by reference from Thoratec's Annual Report on Form 10-K for the year ended January 1, 2005 have been audited by Deloitte & Touche LLP, an Independent Registered Public Accounting Firm, as stated in their reports which are incorporated herein by reference, and have been so incorporated reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information requirements of the Securities Exchange Act of 1934 and file reports, proxy statements and other information with the SEC. We are required to file electronic versions of these documents with the SEC. Our reports, proxy statements and other information can be inspected and copied at prescribed rates at the public reference facilities maintained by the SEC at Judiciary Plaza, 450 Fifth Street, N.W., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. The SEC also maintains a website that contains reports, proxy and information statements and other information, including electronic versions of our filings. The website address is <http://www.sec.gov>.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This prospectus incorporates by reference some of the reports, proxy and information statements and other information that we have filed with the SEC under the Securities Exchange Act of 1934. This means that we are disclosing important business and financial information to you by referring you to those documents. The information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until all of the securities offered by this prospectus are sold; provided, however, that we are not incorporating any information furnished under either Item 9 or Item 12 of any current report on Form 8-K. These documents may include annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as the portions of our proxy statements incorporated by reference into our Annual Reports on Form 10-K.

Annual Report on Form 10-K for the year ended January 1, 2005 (including the portions of our Proxy Statement for our 2004 Annual Meeting of Shareholders incorporated by reference therein);

The description of Thoratec's Common Stock contained in the Registration Statement on Form 8-A filed with the SEC on May 18, 1981, including any amendments or reports filed for the purpose of updating such information; and

The description of Thoratec's Preferred Stock Purchase Rights contained in the Registration Statement on Form 8-A filed with the SEC on May 3, 2002, including any amendments or reports filed for the purpose of updating such information.

Any statement made in a document incorporated by reference into this prospectus is deemed to be modified or superseded for purposes of this prospectus to the extent that a statement in this prospectus or in any other subsequently filed document, which is also incorporated by reference, modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

In addition, for so long as any of the notes remain outstanding and during any period in which we are not subject to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, we will make available to any prospective purchaser or beneficial owner of the securities in connection with the sale thereof the information required by Rule 144A(d)(4) under the Securities Act of 1933. The information relating to us contained in this prospectus should be read together with the information in the documents incorporated by reference into this prospectus. In addition, certain information, including financial information, contained in this prospectus or incorporated by reference in this prospectus should be read in conjunction with documents we have filed with the SEC.

You may request, and we will provide at no cost, a copy of our filings with the SEC incorporated by reference into this prospectus. Requests for documents should be directed to Investor Relations Thoratec Corporation, 6035 Stoneridge Drive, Pleasanton, California 94588, (925) 897-8600. Exhibits to these filings will not be sent unless those exhibits have been specifically incorporated by reference in this document.

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

The following table sets forth the estimated fees and expenses in connection with the issuance and distribution of the securities registered hereby, all of which will be borne by the Registrant:

Securities and Exchange Commission registration fee	\$ 31,350
Printing, duplicating and engraving expenses	\$ 4,500
Legal fees and expenses	\$ 35,000
Accounting fees and expenses	\$ 13,800
Miscellaneous	\$ 2,000
Total	\$ 86,650

Item 15. Indemnification of Directors and Officers.

Pursuant to Section 204(a) and 317 of the California Corporations Code, Thoratec has included in its articles of incorporation and by-laws provisions regarding the indemnification of officers and directors of Thoratec.

Article Fourth of Thoratec's Articles of Incorporation, as amended, provides as follows:

Fourth: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by-law, agreement or otherwise, in excess of the indemnification expressly permitted by Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expense to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to California law shall to that extent be deemed to refer to California law as so amended. Section 29 of Thoratec's By-laws, as amended, provides as follows:

29. Indemnification of Directors and Officers.

(a)Indemnification. To the fullest extent permissible under California law, the corporation shall indemnify its directors and officers against all expenses, judgment, fines settlement and other amounts actually and reasonably incurred by them in connection with any proceeding, including an action by or in the right of the corporation, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans). To the fullest extent permissible under California law, expenses incurred by a director or officer seeking indemnification under this By-law in defending any proceeding shall be advanced by the corporation as they are incurred upon receipt by the corporation of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that the director or officer is not entitled to be indemnified by the corporation for those expenses. If, after the effective date of this By-law, California law is amended in a manner

which permits the corporation to authorize indemnification of or advancement of expense to its directors or officers, in any such case to a greater extent than is permitted on such effective date, the references in this By-law to California law shall to that extent be deemed to refer to California law as so amended. The rights granted by this By-law are contractual in nature and, as such, may not be altered with respect to any present or former director or officer without the written consent of that person.

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(b)Procedure. Upon written request to the Board of Directors by a person seeking indemnification under this By-law, the Board shall promptly determine in accordance with Section 317(e) of the California Corporations Code whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, then, upon written request by the person seeking indemnification, independent legal counsel (by means of a written opinion obtained at the corporation's expense) or the corporation's shareholders shall determine whether the applicable standard of conduct has been met and, if so, shall authorize indemnification.

(c)Definitions. The term proceeding means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative. The term expenses includes, without limitation, attorney's fees and any expenses of establishing a right to indemnification.

Thoratec has also entered into agreements with certain of its officers and directors to indemnify such persons within the limits set forth by California law and Thoratec's By-laws, as amended and its Articles of Incorporation, as amended. The Registrant also maintains a limited amount of director and officer insurance. The indemnification provision in the Articles of Incorporation, Bylaws, and the indemnity agreements entered into between the Registrant and its officers or directors, may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liability arising under the Securities Act of 1933, as amended.

Item 16. Exhibits.

See Exhibit Index attached hereto and incorporated by reference.

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 of 1933;

(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 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(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 the periodic reports filed with or furnished to the Commission by the

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Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

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- (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 Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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 foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 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 whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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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 Post-Effective Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Pleasanton, State of California, on May 6, 2005.

THORATEC CORPORATION

By: /s/ D. Keith Grossman
D. Keith Grossman
President and Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint D. Keith Grossman, and Jeffrey M. McCormick, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any subsequent registration statement the Company may hereafter file with the Securities and Exchange Commission pursuant to Rule 462 under the Securities Act of 1933 to register additional shares of common stock, and to file this Registration Statement, with all 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 order to effectuate the same as fully, to all intents and purposes, as they, he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do to cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated below.

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the registration statement has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ D. Keith Grossman D. Keith Grossman	President, Chief Executive Officer and Director (Principal Executive Officer)	May 6, 2005
/s/ Jeffrey M. McCormick Jeffrey M. McCormick	Corporate Controller (principal financial officer and accounting officer)	May 6, 2005
*	Chairman of the Board of Directors	May 6, 2005
J. Donald Hill		
*	Director	May 6, 2005
Howard E. Chase		
*	Director	May 6, 2005
J. Daniel Cole		
*	Director	May 6, 2005
Neil F. Dimick		
*	Director	May 6, 2005
William M. Hitchcock		
*	Director	May 6, 2005
George W. Holbrook, Jr		
*	Director	May 6, 2005
Daniel M. Mulvena		
*By: /s/ D. Keith Grossman		May 6, 2005
D. Keith Grossman Attorney-In-Fact		

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EXHIBIT INDEX

Exhibit Number	Description
4.1	Registrant's Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-K for the year ended December 28, 2002).
4.2	Registrant's Bylaws, as amended (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed with the SEC on March 3, 2005).
4.3	Rights Agreement between the Registrant and Computershare Trust Company, Inc., as rights agent, dated as of May 2, 2002 (incorporated by reference to the Registrant's 8-A12G filed with the SEC on May 3, 2002 (Registration No. 000-49798)).
4.4	Indenture, dated as of May 24, 2004, by and between the Registrant and U.S. Bank, National Association, as Trustee (Incorporated by reference to Exhibit 4.1 to the Registrant's Form 10-Q for the quarter ended July 3, 2004 (the 2004 Second Quarter Form 10-Q)).
4.5	Form of Senior Subordinated Convertible Note due 2034 (Included in Exhibit 4.4).
4.6	Pledge Agreement, dated as of May 24, 2004, between the Registrant and U.S. Bank, National Association and Pledge Agreement Supplement dated as of June 7, 2004 (Incorporated by reference to Exhibit 4.2 to the 2004 Second Quarter Form 10-Q).
4.7	Control Agreement, dated as of May 24, 2004, between the Registrant and U.S. Bank, National Association and Control Agreement Amendment dated as of June 7, 2004 (Incorporated by reference to Exhibit 4.3 to the 2004 Second Quarter Form 10-Q).
4.8	Registration Rights Agreement, dated May 24, 2004, by and among the Registrant and Merrill Lynch Pierce Fenner & Smith Incorporated as Initial Purchaser of the Senior Subordinated Convertible Notes due 2034 (Incorporated by reference to Exhibit 4.4 of the Registrant's 2004 Second Quarter Form 10-Q).
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
8.1*	Tax Opinion of Gibson, Dunn & Crutcher LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges.
23.1*	Consent of Gibson, Dunn & Crutcher LLP (Included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1*	Powers of Attorney. (Included on signature page of this registration statement).
25.1*	Form T-1 Statement of Eligibility of Trustee of Indenture under the Trust Indenture Act of 1939, as amended, of U.S. Bank, National Association, as Trustee.

* Previously filed

Filed herewith

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