Prospectus Supplement to Prospectus dated October 7, 2004



## **HOST HOTELS & RESORTS, INC.**

29,034,100 Shares of Common Stock

This prospectus supplement relates to 29,034,100 shares of our common stock that may be offered for resale by the persons or entities listed herein who may become stockholders of ours upon issuance of shares of common stock upon exchange of 3.25% Exchangeable Senior Debentures due April 15, 2024 of Host Hotels & Resorts, L.P. (of which we are the sole general partner and in which we own 96.5% of the partnership interests). Host Hotels & Resorts, L.P. issued the debentures in a private offering on March 16, 2004. This prospectus supplement also relates to an indeterminate number of additional shares of our common stock that may be issued from time to time upon exchange of the debentures as a result of exchange rate adjustments under the terms of the debentures.

The selling stockholders named in this prospectus supplement, or in supplements hereto, may sell all or a portion of the common stock, from time to time, in market transactions, in negotiated transactions or otherwise, and at prices and on terms which will be determined by the then prevailing market price for our common stock or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. In addition, the selling stockholders may offer the common stock from time to time through ordinary brokerage transactions on the New York Stock Exchange. See "Plan of Distribution" in the prospectus dated October 7, 2004 for additional information on the methods of sale.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

No securities are being offered or sold by us pursuant to this prospectus supplement. We will not receive any of the proceeds from the sale of these shares by the selling stockholders.

Our common stock is traded on the New York Stock Exchange under the symbol "HST". On March 1, 2007, the last reported sale price of our common stock was \$25.82 per share.

Our principal executive offices are located at 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland, 20817. Our phone number is (240) 744-1000.

Investing in the offered securities involves risks. See "Risk Factors" beginning on page 2 of the prospectus dated October 7, 2004.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the offered securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 2, 2007.

## SELLING STOCKHOLDERS

The table below supplements or amends the table of stockholders contained on pages 33 through 34 of the Prospectus dated October 7, 2004. Where the name of a selling stockholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that selling stockholder supersedes the information in the Prospectus. Currently there is outstanding \$500,000,000 aggregate principal amount of Host Hotels & Resorts, L.P. debentures. We may issue the offered shares of common stock to the selling stockholders if, and to the extent, that they exchange their debentures for shares of common stock. The following table provides information regarding the selling stockholders and the number of shares of common stock they are offering for resola.

Unless otherwise indicated in the footnotes below, we believe that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned. Because the selling stockholders may offer, pursuant to this prospectus, all or some portion of the common stock listed below, no estimate can be given as to the amount of common stock that will be held by the selling stockholder upon consummation of any sales. In addition, the selling stockholders listed in the table may have sold, transferred or otherwise disposed of, in transactions exempt from registration requirements of the Securities Act, some or all of their debentures or common stock since the date as of which such information was provided to us. The percentage ownership data is based on 523,593,145 shares of our common stock issued and outstanding as of December 29, 2006.

Unless otherwise set forth below, no selling stockholder has had any material relationship with us or any of our affiliates within the past three years, other than as a stockholder.

We have prepared the table based on information given to us by, or on behalf of, the selling stockholders on or before March 2, 2007. Information about the selling stockholders may change over time. Any changed information given to us by the selling stockholders will be set forth in prospectus supplements or amendments to this prospectus if and when necessary.

Name	Number of Shares Beneficially Owned Before Offering (1)	Number of Shares Being Offered for Resale (2)(3)	Percentage of Common Stock Outstanding (4)
Alabama Childrens Hospital Foundation	5,807	5,807	*
ATSF - Transamerica Convertible Securities	377,443	377,443	*
Aventis Pension Master Trust	18,582	18,582	*
Bank of America Pension Plan†	313,568	313,568	*
Barclays Global Investors Diversified Alpha Plus Funds	44,713	44,713	*
Barnet Partners Ltd.	810,632	810,632	*
Bear, Stearns & Co. Inc.†	174,205	174,205	*
BNP Paribas Equity Strategies, SNC	216,478	216,478	*
Boilermakers - Blacksmith Pension Trust	63,875	63,875	*
Calamos Growth & Income Fund - Calamos Investment Trust	3,484,092	3,484,092	*
Calamos Growth & Income Portfolio - Calamos Advisors Trust	24,389	24,389	*
Calamos Strategic Total Return Fund	252,597	252,597	*
CC Convertible Arbitrage, Ltd.	203.239	203,239	*
CEMEX Pension Plan	9,581	9,581	*
CGNU Life Fund	72,585	72,585	*
Citigroup Global Markets Inc.†	595,199	595,199	*
City of Knoxville Pension System	9,872	9,872	*
CNH CA Master Account, L.P.	29,034	29,034	*
Commercial Union Life Fund	90,006	90,006	*
Convertible Securities Fund	4,645	4,645	*
CooperNeff Convertible Strategies (Cayman) Master Fund, LP	181,579	181,579	*
Credit Suisse Securities (USA) LLC†	181,173	181,173	*
CSS, L.L.C.	116,136	116,136	*
Deep Rocks & Co.	220,659	220,659	*
Delta Airlines Master Trust	82,167	82,167	*
Delta Pilots Disability and Survivorship Trust	13,065	13,065	*
DKR SoundShore Strategic Holding Fund Ltd.	116,136	116,136	*
Dorinco Reinsurance Company	58,068	58,068	*
Ellington Overseas Partners, Ltd	580.682	580,682	*
Equity Overlay Fund	197,432	197,432	*
Forest Fulcrum Fund LP	41,577	41,577	*
Forest Global Convertible Fund, Ltd., Class A-5	113,988	113,988	*
Forest Mult-Strategy Master Fund SPC, on behalf of its Multi-Strategy	115,500	115,500	
Segregated Portfolio	108,007	108,007	*
FrontPoint Convertible Arbitrage Fund, L.P.	174,205	174,205	*
Geode U.S. Convertible Arbitrage Fund, a segregated account of Geode	17 1,200	17 1,200	
Capital Master Fund Ltd.	174,205	174,205	*
Goldman Sachs & Co.†	348,409	348,409	*
Grace Convertible Arbitrage Fund, Ltd.	261,307	261,307	*
Guggenheim Portfolio Company XXXI, LLC	55,571	55,571	*
HFR CA Global Opportunity Master Trust	33,099	33,099	*
HFR CA Select Fund	58,068	58,068	*
HFR RVA Select Performance Master Trust	16,317	16,317	*
HFR RVA Combined Master Trust	39,893	39,893	*
THE TOTAL COMMITTEE THE TRACE	55,055	55,055	

Highbridge International LLC   950, 125   950, 125   100				
Institutional Benchmark Master Fund. 10d (Quarto Fund Info) 10d (15d 15d 16d 16d 16d 16d 16d 16d 16d 16d 16d 16				*
Institutional brewhands Mester Fund, Int.   181, 38   116, 136   16, 136   180, 136   18				*
Mich Citation Offician.   116.136	-			*
MG Trinton Onblown, I al.   161, 158   161				*
John Denne Persion Tront   24,978   24,978   124,013	•			*
J.R. Mogne Securities Inc.   12,034   124,034   124,036   124,050   124,05		·	· · · · · · · · · · · · · · · · · · ·	*
KRC Chroswithle MAC 28 Lainnel KRC Diversified Lainnel KRC Chroswith Lainnel KRC Chroswith Lainnel KRC Chroswith Power State  Fond, STC KRC Chroswith Power State  SRC Transactal Products USA Inc.  LIGIT Limited  Lasingua Chroswith Lainnel  Lasingua Chroswith Lainnel  Lasingua Chroswith Lainnel  Lasingua Chroswith Lainnel  Layour Chroswith Layour Chroswith Lainnel  Layour Chroswith Lainnel  Layour Chroswith Layour Chroswith Lainnel  Layour Chroswith Lainnel  Layour Chroswith Lainnel  Layour Chroswith Lainnel  Layour Chroswith Layour Chroswith Lainnel  Layour Chroswith Layour Chroswith Lainnel  Layour Chroswith Layour Chroswith Layour Chroswith Lainnel  Layour Chroswith Layour Chros				*
REC Diversified Fund, a segregated portlobil of REC Diversified   Panul, SPC   Panul, SPC   Panul SP				*
Panel. SPC   Stack		174,203	174,203	
RICE Financial Industrials Air   290,341   2		348,409	348.409	*
Knoxylik Utilishe Board Retirement System         9,381         9,581         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         9,117         1,117 <td></td> <td></td> <td></td> <td>*</td>				*
Lexingnon Variage Fund to TQA Investors, LLC	Knoxville Utilities Board Retirement System			*
LTL Limited	LDG Limited	9,117	9,117	*
Dassband CRFF	Lexington Vantage Fund c/o TQA Investors, LLC	2,032	2,032	*
SysonCaverEthic Arbitrage Fund Limited   10,0342   10,0342   1				*
				*
Syson/Gol Fund Ltd.	•			*
Maconto County Employees' Retirement System         21,776         21,776         38,008         *           Merboty LAM LTD         46,455         46,455         46,455         28,0069         *           MFS Total Return Fund A Series of Stries Trust V         20,0659         20,0069         *           MFS Total Return Fund A Series of Series Trust V         336,796         316,796         15,717         115,171         *           Nations Convertible Securities Fund         998,482         998,482         99,0482         *           Norwich Union Life & Pensions         12,770 <td></td> <td></td> <td></td> <td>*</td>				*
MeMaha Securities Co. L.P.   \$8,068   \$8,068   \$4,065   \$4     MeBody IAM ID	· ·			*
Medoy JAM LTD				*
MRS Total Return Fund A Series of MRS Series Trust IV         336,796         336,796         >           Morgan Stanley Convertible Securities Trust         145,171         145				*
MPS Total Return Fund A Series of Series Trust V   133,078   336,796   145,171   145,171   1   1   1   1   1   1   1   1   1	ů – – – – – – – – – – – – – – – – – – –			*
Morgan Sanley Convertible Securities Tunst         145,171         415,171         489,482         898,482         7         898,482         898,482         898,482         898,482         8         809,482         2         9         809,482         2         9         809,482         2         9         809,482         2         9         1         2         0         2         0         2         0         2         0         2         0			· · · · · · · · · · · · · · · · · · ·	*
Nations Convertible Securities Fund 99,042 99,042 90,000 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		·		*
Northen Income Equity Fund				*
Norwich Union Life & Pensions				*
Oalwood Healthcare Inc. Pension         1581         681         681 <th< td=""><td></td><td></td><td></td><td>*</td></th<>				*
Oakwood Healthcare Inc. Followment / A&TD         581         \$1           Oakwood Healthcare Inc. Funded Depreciation         2.903         2.903         .           Oakwood Healthcare Inc. Funded Depreciation         2.903         2.903         .           Oakwood Healthcare Inc. Professional Liability         465         465         *           Oakwood Healthcare Inc. Working Capital         1,452         1,452         .           Openeiner Convertible Securities Fund         290,341         290,341         290,341         .           Polaris Vega Fund IP.         255,176         235,176         235,176         .         .           Polaris Vega Fund IP.         255,176         235,176         .         .         .         .           Polaris Vega Fund IP.         250,176         217,76         .	Oakwood Assurance Company Ltd.	2,032	2,032	*
Oakwood Healthcare Inc. Endowment / A&D         290         290           Oakwood Healthcare Inc. Professional Liability         2,933         2,93         2,93           Oakwood Healthcare Inc. Professional Liability         465         465         465           Oakwood Healthcare Inc. Working Capital         1,452         1,452         1,452           Oppenheimer Convertible Securities Fund         290,341         290,31         280,31           Peoples Benefit Life Insurance Company Teamsters         1,371,88         1,437,148         1,437,148         1,437,148         1,437,148         1,437,148         1,437,148         1,437,149         1,420         1,420         1,420	Oakwood Healthcare Inc. Pension	10,801	10,801	*
Oakwood Healthcare Inc. Punded Depreciation         2,903         2,903         4,65         465         465         465         465         465         465         465         465         465         465         465         465         465         465         465         465         462         4         462 <td></td> <td></td> <td></td> <td>*</td>				*
Oalswood Healthcare Inc. Professional Liability         465         465         45           Oakswood Healthcare Inc. Working Capital         1,452         1,452         1           Oppenheimer Conventible Securities Fund         290,341         290,341         2           Peoples Benefit Life Insurance Company Teamsters         1,437,188         1,437,188         1,437,188         2           Port Authority of Allegheny County Consolidated Trust Fund         3,194         3,194         3,194         2           Port Authority of Allegheny County Retirement and Disability Allowance Plan for the         17,420         17,420         17           Employees Represented by Local 85 of the Amalgamated Transit Union         17,420         17,470         1           Redbrick Capital Master Fund, LTD         580,682         580,682         8           Redbrick Capital Master Fund, LTD         162,591         162,591         4           Retail Clerks Pension Trust I         162,591         162,591         4           Retail Clerks Pension Trust I         162,591         162,591         4           Retail Clerks Pension Trust I         1,452         1,452         1,452         1,452           Retail Clerks Pension Trust I         1,452         1,452         1,452         1,452         1,452				*
Oakwood Healthcare Inc. Working Capital         1,452         1,452         29,341         290,441         290,441         290,441         290,441         290,441         290,441         290,441         290,441         290,441         290,441         290,441         290,441         290,441				*
Oppenheimer Convertible Securities Fund         290,341         290,341         *Peoples Benefit Life Insurance Company Teamsters         1,437,188         1,437,188         1,437,188         1,437,188         *Peoples Peoples Life Insurance Company Teamsters         235,176         235,176         235,176         *Peor Authority of Allegheny County Consolidated Trust Fund         235,176         235,176         *Peor Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union         17,420         17,420         *People Plan Fund Fund Fund Fund Fund Fund Fund Fun				*
Peoples Benefit Life Insurance Company Teamsters         1,437,188         1,437,188         2,718         *           Potr Authority of Allegheny County Consolidated Trust Fund         3,194         3,194         *           Port Authority of Allegheny County Retriement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union         17,420         17,420         *           PIMCO Convertible Fund         1,27,60         21,776         21,776         *           Redbourn Partners Ld.         1,47,209         1,472,09         *           Redbourn Partners Ld.         1,625         162,591         *           Redbourn Partners Ld.         1,625         162,591         *           Redbourn Partners Ld.         1,625         162,591         *           Retail Clerks Pension Trust I         200,335         200,335         *           Retail Clerks Pension Trust II         3,409         34,409         34,409         *           Retail Clerks Pension Trust II         1,099,754         1,099,754         1,099,754         *         *         *         *         *         *         *         *         *         *         *         *         *         *         *         *         *         *         *				*
Polaris Vega Fund L.P.         235,176         235,176         2           Port Authority of Allegheny County Consolidated Trust Fund         3,194         3,194         3,194         3,194         2           Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union         17,20         17,420         17,76         2           PIMCO Convertible Fund         21,776         12,776         2         6           Redburch Capital Master Fund, LTD         580,682         580,682         8         3         9         3         3         3         3         3         3         3         3         3         3         3         3         3				*
Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union         17,420         17,420         19,120<				*
Port Authority of Alleghery County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union				*
Employees Represented by Local 85 of the Amalgamated Transit Union		3,134	3,134	
PIMCO Convertible Fund         21,776         21,776         8           Redbourn Partners Ltd.         1,472,029         1,472,029         8           Redbourn Partners Ltd.         1,472,029         1,472,029         8           Redbrick Capital Master Fund, LTD         580,622         580,682         8           Retail Clerks Pension Trust I         162,591         162,591         8           Retail Clerks Pension Trust II         200,335         200,335         8           Rythythm Fund, Ltd.         348,409         348,409         348,409           RMF Umbrella SICAV         1,099,754         1,099,754         1,099,754           S.A.C. Abitatage Fund, LtC         1,099,754         1,099,754         1,099,754           S.A.C. Abitatage Fund, LtC         256,173         232,273         28           S.A.C. Capital Associates, Lt.C         256,173         232,273         29           S.D. Ele dowment Care Common Trust Fund - Regions Bank         5,807         5,807         7           S.CI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         3,194         4,152           S.G. Americas Securities, Lt.C         295,857         295,857         295,857         295,857         295,857         295,857         295,8		17.420	17.420	*
Redbourd Partners Ltd.         1,472,029         *           Redbirk Capital Master Fund, LTD         580,682         580,682         *           Retail Clerks Pension Trust I         162,591         162,591         62,591         *           Retail Clerks Pension Trust II         200,335         200,335         *           Rhythm Fund, Ltd.         348,409         *         *           RMF Umbrella SICAV         1,452         1,452         *           S.A.C. Arbitrage Fund, LLC         1,999,754         *         *           S.A.C. Capital Associates, LLC         250,173         232,273         *           S.A.C. Capital Associates, LLC         250,173         232,273         *           S.DI Epo County Employees Retirement Association         174,205         174,205         *           S.DI Epo County Employees Retirement Association         1,452         1,452         *           S.DI Endowment Care Common Trust Fund - Segions Bank         5,807         5,807         *           SCI Endowment Care Common Trust Fund - Segions Bank         3,194         3,194         4,145         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         *         *           SCI Endowment Care Common Trust Fund - Su		·		*
Redbirck Capital Master Fund, LTD         580,682         \$80,682         *           Retail Clerks Pension Trust I         162,591         162,591         *           Retail Clerks Pension Trust II         200,335         200,335         *           Rhythm Fund, Ltd.         348,409         348,409         *           RMF Umbrella SICAV         1,452         1,452         1,552           S.A.C. Apital Associates, LLC         1,099,754         1,099,754         *           S.A. C. Capital Associates, LLC         256,173         232,273         *           S.A. Diego County Employees Retirement Association         174,205         174,205         *           S.CI Endowment Care Common Trust Fund - Suntrust Bank         5,807         5,807         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         3,194         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         *         *         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         *         *         *         *         *         *         *         *         *         *         *         *         *         *         *         *				*
Retail Clerks Pension Trust II         200,335         200,335         *           Rhyth Fund, Ld.         348,409         348,409         *           RMF Umbrella SICAV         1,452         1,452         *           S.A.C. Arbitrage Fund, LLC         1,099,754         1,099,754         *           S.A.C. Capital Associates, LLC         256,173         232,273         *           S.A. Diago County Employees Retirement Association         174,205         174,205         *           S.CI Endowment Care Common Trust Fund - Regions Bank         5,807         5,807         *         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         5,7429         3,194         3,194         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         5,942         3,286         3,7429         \$	Redbrick Capital Master Fund, LTD		580,682	*
Rhythm Fund, Ltd.         348,409         348,409         *           RMF Umbrella SICAV         1,452         1,452         1,452         *           S.A.C. Arbitrage Fund, LLC         1,099,754         1,099,754         *           S.A.C. Capital Associates, LLC         256,173         232,273         *           San Diego County Employees Retirement Association         174,205         174,205         *           SCI Endowment Care Common Trust Fund - Regions Bank         5,807         5,807         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         3,194         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *	Retail Clerks Pension Trust I	162,591	162,591	*
RMF Umbrella SICAV         1,452         1,452         **           S.A.C. Arbitrage Fund, LLC         1,099,754         1,099,754         28           S.A.C. Capital Associates, LLC         256,173         323,273         **           San Diego County Employees Retirement Association         174,205         174,205         **           SCI Endowment Care Common Trust Fund - Regions Bank         5,807         5,807         **           SCI Endowment Care Common Trust Fund - Ust Bank, N.A.         1,452         1,452         **           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         **           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         **           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         **           SCI Endowment Care Common Trust Fund - Us Bank, N.A.         1,452         1,452         **           SCI Endowment Care Common Trust Fund - Us Bank, N.A.         1,452         1,452         **           SCI Endowment Care Common Trust Fund - Us Bank, N.A.         1,452         1,452         **           SCI Endowment Care Common Trust Fund - Us Bank, N.A.         1,452         1,452         **           SCI Endownert Care Common Trust Fund - Us Bank, N.A.         1,452 </td <td>Retail Clerks Pension Trust II</td> <td>200,335</td> <td>200,335</td> <td>*</td>	Retail Clerks Pension Trust II	200,335	200,335	*
S.A.C. Arbitrage Fund, LLC         1,099,754         1,099,754         2.8.           S.A.C. Capital Associates, LLC         256,173         323,273         **           S.D. Diego County Employees Retirement Association         174,205         174,205         **           SCI Endowment Care Common Trust Fund - Regions Bank         5,807         5,807         **           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         **           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         1,452         **           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         **         **           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         **         **           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         **         **           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         **         **           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         **         **         **           Sch Albars Partures LLC         49,462         44,546         **         **         **         **         **         ** <td< td=""><td></td><td></td><td></td><td>*</td></td<>				*
S.A.C. Capital Associates, LLC         256,173         232,273         *           San Diego County Employees Retirement Association         174,205         174,205         *           SCI Endowment Care Common Trust Fund - Regions Bank         5,807         5,807         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         1,452         *         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         1,452         *         *         *         *         *         *         *         *         *         *         *         *         *         *				*
San Diego County Employees Retirement Association         174,205         174,205         *           SCI Endowment Care Common Trust Fund - Regions Bank         5,807         5,807         *           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *           SG Americas Securities, LLC         295,857         295,857         *           Singlehedge US Convertible Arbitrage Fund         37,229         37,229         *           Sphinx Convertible Arbitrage SPC         37,280         37,280         *           Sphinx Fund c/o TQA Investors, LLC         6,213         6,213         6,213         *           St. Albans Partners Ltd.         464,546         464,546         *         *           St. All Travelers Companies, Inc—Commercial Lines         49,416         49,416         *         *           St. Dinchridge Life Insurance         58,068         58,068         *         *         *           Sturgeon Limited         44,596         44,596         44,596         *         *         *           Surrise Partners Limited Partnership         653,376         490,676         *         *         * <td< td=""><td></td><td></td><td></td><td>*</td></td<>				*
SCI Endowment Care Common Trust Fund - Regions Bank         5,807         \$.807           SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194         *           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *           SG Americas Securities, LLC         295,857         295,857         *           Singlehedge US Convertible Arbitrage Fund         57,429         57,429         *           Sphinx Convertible Arbitrage SPC         37,280         37,280         *           Sphinx Fund c'o TQA Investors, LLC         6,213         6,213         *           St. Albans Partners Ltd.         46,546         464,546         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           Sturgeon Limited         44,596         44,596         *           Sturgeon Limited Partnership         653,376         490,676         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital         1,782,694         1,782,694         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust <td< td=""><td></td><td></td><td></td><td>*</td></td<>				*
SCI Endowment Care Common Trust Fund - Suntrust Bank         3,194         3,194           SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         1,852           SG Americas Securities, LLC         295,857         295,857         **           Singlehedge US Convertible Arbitrage Fund         57,429         57,429         **           Sphinx Convertible Arbitrage SPC         37,280         37,280         **           Sphinx Fund c/o TQA Investors, LLC         6,213         6,213         **           St. Albans Partners Ltd.         464,546         464,546         **           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         **           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         58,068         **           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         **           St. Paul Travelers Companies, Inc—Commercial Lines         44,596         44,596         **           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         58,068         **           St. Paul Travelers Companies, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         **           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING				*
SCI Endowment Care Common Trust Fund - US Bank, N.A.         1,452         1,452         *           SG Americas Securities, LLC         295,857         295,857         *           Singlehedge US Convertible Arbitrage Fund         57,429         57,429         *           Sphinx Convertible Arbitrage SPC         37,280         37,280         *           Sphinx Fund c/o TQA Investors, LLC         6,213         6,213         *           St. Albans Partners Ltd.         464,546         464,546         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           Sturgeon Limited         58,068         58,068         *           Sturgeon Limited Partnership         653,376         490,676         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital Appreciation Fund, Inc.         1,782,694         1,782,694         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         733,982         *           T. Rowe Price Associates, Inc. as investment Plan         98,716         98,716         *           The Dow Chemical Comp	<u> </u>		· ·	*
SG Americas Securities, LLC         295,857         295,857         *           Singlebedge US Convertible Arbitrage Fund         57,429         57,429         *           Sphinx Convertible Arbitrage SPC         37,280         37,280         *           Sphinx Fund c/o TQA Investors, LLC         6,213         6,213         *           St. Albans Partners Ltd.         464,546         464,546         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           Storgeon Limited         44,596         49,416         *           Sturgeon Limited Partnership         553,768         490,676         *           Surrise Partners Limited Partnership         553,376         490,676         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Investors Trust         733,982         *         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Investors Trust         733,982         733,982         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Investors			· · · · · · · · · · · · · · · · · · ·	*
Singlehedge US Convertible Arbitrage Fund         57,429         57,429           Sphinx Convertible Arbitrage SPC         37,280         37,280         *           Sphinx Fund c/o TQA Investors, LLC         6,213         6,213         *           St. Albans Partners Ltd.         464,546         464,546         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         58,068         *           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         58,068         *           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         58,068         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         58,068         *           Sturge Or Limited         44,596         44,596         *           Sturge Or Limited         44,596         44,596         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Pens Series Funds, Inc.         1,782,694         1,782,694         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         73		·		*
Sphinx Convertible Arbitrage SPC         37,280         37,280         *           Sphinx Fund c/o TQA Investors, LLC         6,213         6,213         *           St. Albans Partners Ltd.         464,546         464,546         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         *         *           Stonebridge Life Insurance         58,068         58,068         *           Sturgeon Limited         44,596         44,596         *           Sturgeon Limited Partnership         653,376         490,676         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital         4,782,694         1,782,694         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         733,982         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         733,982         *           The Cockrell Foundation         4,936         4,936         *         *           The Cockrell Fou				*
Sphinx Fund c/o TQA Investors, LLC         6,213         6,213         *           St. Albans Partners Ltd.         464,546         464,546         *           St. Paul Travelers Companies, Inc—Commercial Lines         49,416         49,416         *           St. Paul Travelers Companies, Inc—Commercial Lines         58,068         49,416         *           Stoncia Linited         44,596         44,596         *           Sturgeon Limited         44,596         440,676         *           Sunrise Partners Limited Partnership         653,376         490,676         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital         1,782,694         1,782,694         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         733,982         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         733,982         *           The Dow Chemical Foundation         4,936         4,936         *           The Dow Chemical Company Employees' Retirement Plan         9,716         9,716         *           Transameric				*
St. Albans Partners Ltd.       464,546       464,546       *         St. Paul Travelers Companies, Inc—Commercial Lines       49,416       49,416       *         Stonebridge Life Insurance       58,068       58,068       *         Sturgeon Limited       44,596       44,596       *         Sunrise Partners Limited Partnership       653,376       490,676       *         T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.       328,666       328,666       *         T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital Appreciation Fund, Inc.       1,782,694       1,782,694       *         T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust       733,982       733,982       *         T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust       290,341       290,341       *         Tamalpais Asset Management       290,341       290,341       *         The Cockrell Foundation       4,936       4,936       *         The Dow Chemical Company Employees' Retirement Plan       98,716       98,716       *         Transamerican Accidental Life       58,068       58,068       *         Transamerican Life Insurance and Annuities Corp       348,409       348,409				*
Stonebridge Life Insurance         58,068         58,068         *           Sturgeon Limited         44,596         44,596         *           Sunrise Partners Limited Partnership         653,376         490,676         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital Appreciation Fund, Inc.         1,782,694         1,782,694         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         733,982         *           Tamalpais Asset Management         290,341         290,341         *           The Cockrell Foundation         4,936         4,936         *           The Dow Chemical Company Employees' Retirement Plan         98,716         98,716         *           Thrivenet Financial for Lutherans         203,239         203,239         *           Transamerican Accidental Life         58,068         58,068         *           Transamerican Life Insurance and Annuities Corp         348,409         348,409         *           UBS Securities LLC†         1,161,364         1,161,364         *	-			*
Stonebridge Life Insurance         58,068         58,068         *           Sturgeon Limited         44,596         44,596         *           Sunrise Partners Limited Partnership         653,376         490,676         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.         328,666         328,666         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital Appreciation Fund, Inc.         1,782,694         1,782,694         *           T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust         733,982         733,982         *           Tamalpais Asset Management         290,341         290,341         *           The Cockrell Foundation         4,936         4,936         *           The Dow Chemical Company Employees' Retirement Plan         98,716         98,716         *           Thrivenet Financial for Lutherans         203,239         203,239         *           Transamerican Accidental Life         58,068         58,068         *           Transamerican Life Insurance and Annuities Corp         348,409         348,409         *           UBS Securities LLC†         1,161,364         1,161,364         *	St. Paul Travelers Companies, Inc—Commercial Lines	49,416	49,416	*
Sunrise Partners Limited Partnership653,376490,676*T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.328,666328,666*T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital Appreciation Fund, Inc.1,782,6941,782,694*T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust733,982733,982*Tamalpais Asset Management290,341290,341*The Cockrell Foundation4,9364,936*The Dow Chemical Company Employees' Retirement Plan98,71698,716*Thrivenet Financial for Lutherans203,239203,239*Transamerican Accidental Life58,06858,068*Transamerican Life Insurance and Annuities Corp348,409348,409*UBS Securities LLC†1,161,3641,161,364*		58,068	58,068	*
T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.  T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital Appreciation Fund, Inc.  T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust  T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust  Tamalpais Asset Management  The Cockrell Foundation  The Cockrell Foundation  The Dow Chemical Company Employees' Retirement Plan  The Dow Chemical Company Employees' Retirement Plan  Thrivenet Financial for Lutherans  Transamerican Accidental Life  Transamerican Accidental Life  Transamerican Life Insurance and Annuities Corp  UBS Securities LLC†  1,161,364  328,666  328,666  *  328,666  *  328,666  *  328,666  *  *  *  *  *  *  *  *  *  *  *  *			· · · · · · · · · · · · · · · · · · ·	*
T. Rowe Price Associates, Inc. as investment adviser on behalf of T. Rowe Price Capital Appreciation Fund, Inc.  1,782,694 1,782,694 * T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust 733,982 733,982 * Tamalpais Asset Management 290,341 290,341 * The Cockrell Foundation 4,936 4,936 * The Dow Chemical Company Employees' Retirement Plan 98,716 98,716 * Thrivenet Financial for Lutherans 203,239 203,239 * Transamerican Accidental Life 58,068 58,068 * Transamerican Life Insurance and Annuities Corp UBS Securities LLC† 1,161,364 1,161,364		653,376		*
Appreciation Fund, Inc.       1,782,694       1,782,694       *         T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust       733,982       733,982       *         Tamalpais Asset Management       290,341       290,341       *         The Cockrell Foundation       4,936       4,936       *         The Dow Chemical Company Employees' Retirement Plan       98,716       98,716       *         Thrivenet Financial for Lutherans       203,239       203,239       *         Transamerican Accidental Life       58,068       58,068       *         Transamerican Life Insurance and Annuities Corp       348,409       348,409       *         UBS Securities LLC†       1,161,364       1,161,364       *		328,666	328,666	*
T. Rowe Price Associates, Inc. as investment adviser on behalf of ING Investors Trust 733,982 733,982 * Tamalpais Asset Management 290,341 290,341 * The Cockrell Foundation 4,936 4,936 * The Dow Chemical Company Employees' Retirement Plan 98,716 98,716 * Thrivenet Financial for Lutherans 203,239 203,239 * Transamerican Accidental Life 58,068 58,068 * Transamerican Life Insurance and Annuities Corp 348,409 348,409 * UBS Securities LLC† 1,161,364 1,161,364 *	<del>-</del>	1 702 604	1 702 604	4
Tamalpais Asset Management       290,341       290,341       *         The Cockrell Foundation       4,936       4,936       *         The Dow Chemical Company Employees' Retirement Plan       98,716       98,716       *         Thrivenet Financial for Lutherans       203,239       203,239       *         Transamerican Accidental Life       58,068       58,068       *         Transamerican Life Insurance and Annuities Corp       348,409       348,409       *         UBS Securities LLC†       1,161,364       1,161,364       *				*
The Cockrell Foundation         4,936         4,936         *           The Dow Chemical Company Employees' Retirement Plan         98,716         98,716         *           Thrivenet Financial for Lutherans         203,239         203,239         *           Transamerican Accidental Life         58,068         58,068         *           Transamerican Life Insurance and Annuities Corp         348,409         348,409         *           UBS Securities LLC†         1,161,364         1,161,364         *				*
The Dow Chemical Company Employees' Retirement Plan98,71698,716*Thrivenet Financial for Lutherans203,239203,239*Transamerican Accidental Life58,06858,068*Transamerican Life Insurance and Annuities Corp348,409348,409*UBS Securities LLC†1,161,3641,161,364*				*
Thrivenet Financial for Lutherans         203,239         203,239         *           Transamerican Accidental Life         58,068         58,068         *           Transamerican Life Insurance and Annuities Corp         348,409         348,409         *           UBS Securities LLC†         1,161,364         1,161,364         *				*
Transamerican Accidental Life         58,068         *           Transamerican Life Insurance and Annuities Corp         348,409         348,409         *           UBS Securities LLC†         1,161,364         1,161,364         *				*
Transamerican Life Insurance and Annuities Corp         348,409         *           UBS Securities LLC†         1,161,364         *				*
UBS Securities LLC† 1,161,364 1,161,364 *				*
				*
				*

Union Pacific Master Retirement Trust 116,136 116,136 United Food and Commercial Workers Local 1262 and Employers Pension Fund 5,226 5,226

Univar USA Inc.	23,227	23,227	*
US Bank FBO Essentia Health System	14,227	14,227	*
Van Kampen Harbor Fund	191,625	191,625	*
Whitebox Convertible Arbitrage Partners L.P.	659,422	659,422	*
Xavex Convertible Arbitrage 4 Fund	10,278	10,278	*
Xavex – Convertible Arbitrage 7 Fund c/o TQA Investors, LLC	26,131	26,131	*
Yield Strategies Fund I, L.P.	702,625	702,625	*
Yield Strategies Fund II, L.P.	441,318	441,318	*
Zola Partners, L.P.	14,517	14,517	*
Zurich Institutional Benchmarks Master Fund Ltd.	52,029	52,029	*
Zurich Institutional Bench Marks Master Fund Ltd. c/o TQA Investors, LLC	18,814	18,814	*
Unnamed stockholders or any future transferees, pledgees, donees or successors of or from any			
such unnamed stockholders (5)	_	_	*
Total		30,238,519	

<sup>†</sup> We have ongoing relationships with certain of these selling stockholders or their affiliates including through their participation as lenders under our amended and restated credit facility; their provision of commercial banking services, including mortgage loans and the provision of cash management services; their participation with us in interest swap agreements and other hedging instruments; or through their acting as underwriters for issuances of our senior notes and equity securities.

<sup>\*</sup> Less than one percent of the common stock outstanding, as applicable.

<sup>(1)</sup> Includes shares of common stock issuable upon the exchange of debentures assuming an exchange rate of 58.0682 common shares for each \$1,000 principal amount of debentures and a cash payment in lieu of any fractional shares. The exchange rate is subject to adjustment pursuant to the terms of the debentures.

<sup>(2)</sup> Assumes the selling stockholder sells all of the common stock being offered by this prospectus.

<sup>(3)</sup> Amounts may be in excess of the total amount registered due to sales or transfers of debentures or common stock by selling stockholders since the date as of which information was provided to us.

<sup>(4)</sup> Calculated based on Rule 13d-3(d)(i) under the Securities Exchange Act of 1934, as amended, using 523,593,145 shares outstanding on December 29, 2006. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon exchange of the holder's debentures. However, we did not assume exchange of any of other holder's debentures.

<sup>(5)</sup> We will identify additional selling stockholders, if any, by prospectus supplement or post-effective amendment before they offer or sell their securities.