DUKE REALTY CORP Form 424B7 November 06, 2007

> FILED PURSUANT TO RULE 424(b)(7) SEC FILE NO. 333-140796

PROSPECTUS SUPPLEMENT No. 7 (To Prospectus dated February 20, 2007) DATED: November 5, 2007

## 11,747,135 Common Shares

Our operating partnership, Duke Realty Limited Partnership, issued and sold \$575 million aggregate principal amount of its 3.75% Exchangeable Senior Notes due 2011, or the notes, in a private transaction on November 22, 2006. Under certain circumstances, we may issue shares of our common stock upon the exchange or redemption of the notes. In such circumstances, the recipients of such common stock, whom we refer to as the selling shareholders, may use this prospectus supplement, together with the prospectus to which it relates, to resell from time to time the shares of our common stock that we may issue to them upon the exchange or redemption of the notes. Additional selling shareholders may be named by future prospectus supplements.

This prospectus supplement amends and supplements, and should be read in conjunction with, the prospectus dated February 20, 2007, and future prospectus supplements.

The selling shareholder table, appearing under the heading Selling Shareholders in the accompanying prospectus, is amended and supplemented by the information in the following table.

Name	Number of Shares Beneficially Owned Prior to the Offering(1)	Percentage of Shares Beneficially Owned Prior to the Offering(2)	Number of Shares Offered Hereby	Number of Shares Beneficially Owned Following the Offering(3)	Percentage of Shares Beneficially Owned Following the Offering(2)(3)
Admiral Flagship Master Fund, Ltd.	51,074	*	51,074		
Arctos Partners Inc.	598,593	*	598,593		
Aristeia International Limited	564,271	*	564,271		
Aristeia Partners LP	191,631	*	191,631		
BBT Fund, L.P.	210,937	*	210,937		
Bank of America Pension Plan	102,149	*	102,149		
Barnet Partners Ltd.	20,429	*	20,429		
Beamtenversicherungskasse Des Kantons Zurich	136,879	*	136,879		
Bernische Lehreruersicherungskasse	34,730	*	34,730		
Black Diamond Offshore Ltd.	14,729	*	14,729		

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Black Diamond Convertible Offshore LLC         32,687         *         32,687         *         32,687           BNP Paribas Arbitrage         51,074         *         51,074           CAF Fund, LP.         96,530         *         96,530           Canyon Quale Realization Fund (Cayman)         *         763,053           Ld.         763,053         *         763,053           Canyon Vulue Realization Fund, LP.         297,253         *         297,253           Capital Ventures International         102,149         *         102,149           Citidad Equity Fund, Ltd.         408,596         *         406,596           Citidad Equity Fund, Ltd.         408,596         *         406,591           Credit Suisse Scurities LLC         153,223         *         153,223           Double Black Diamond Offshore LDC         116,020         *         116,020           Empyrean Capital Overseas Bendin Plan, Ltd.         24,536         *         24,536           Empyrean Capital Overseas Fund, Ltd.         217,679         217,679         *           Fore ENSA Fund, Ltd.         4,964         4,964         4,964           Germin Sammelstiftung Zur Forderling Part         2,7416         *         2,7416 <t< th=""><th>Name</th><th>Number of Shares Beneficially Owned Prior to</th><th>Percentage of Shares Beneficially Owned Prior to</th><th>Number of Shares Offered</th><th>Number of Shares Beneficially Owned Following</th><th>Percentage of Shares Beneficially Owned Following</th></t<>	Name	Number of Shares Beneficially Owned Prior to	Percentage of Shares Beneficially Owned Prior to	Number of Shares Offered	Number of Shares Beneficially Owned Following	Percentage of Shares Beneficially Owned Following
BNP Parihas Arbitrage51,074*51,074CAP Fund, LP.96,530*679,290The Caryon Value Realization Fund (Cayman), Ltd.763,053*763,053Canyon Value Realization Fund, LP.763,053*763,053Canyon Value Realization Fund, LP.297,253*297,253Capital Arbitrage Master Fund, LD.297,253*927,253Capital Ventures International102,149*102,149Citadel Equity Fund, Ltd.408,596*408,596Citadel Equity Fund, Ltd.408,596*46,521Credit Suisse Europe Ltd.433,918*1,389Credit Suisse Europe Ltd.423,918*433,918Credit Suisse Europe Ltd.115,305*115,305Empyrean Capital Fund, LP115,305*115,305Empyrean Capital Overseas Brenft Plan, Ltd.24,5362,206Fore Convertible Arbitrage Master Fund, Ltd.4,516*Fore Convertible Master Fund, Ltd.4,964*Genrait Sammelstiftung Zur Forderting Der**Personaloorsorge14,913*Genrait Sammelstiftung Zur Forderting Master Fund, Ltd.3,207*IU Convertible Arbitrage Master Fund3,207*IU Convertible Fund, Ld.4,430*4,430Institutional Benchmark Series (Master Feed)*14,300Fore ERISA Fund, Ltd.4,239*14,300Ionic Capital Master Fund Ltd.4,207*4,64,77 <th></th> <th>the Offering(1)</th> <th>the Offering(2) *</th> <th>Hereby</th> <th>the Offering(3)</th> <th>the Offering(2)(3)</th>		the Offering(1)	the Offering(2) *	Hereby	the Offering(3)	the Offering(2)(3)
CAP Fund, L.P.       96,530       *       96,530         Canyon Capital Arbitrage Mater Fund, Lid.       679,290       *       679,290         Ib Canyon Value Realization Fund (Cayman),       *       763,053       *       763,053         Canyon Value Realization MAC 18 Ltd.       58,224       *       58,224         Canyon Value Realization MAC 18 Ltd.       58,224       *       628,224         Capital Ventures International       102,149       *       102,149         Citadel Equity Fund, Ltd.       408,596       *       408,596         Citadel Securities International       102,149       *       13,89         Credit Suisse Securities ILC       153,223       *       153,223         Orable Black Diamond Offshore LDC       116,020       *       116,020         Empyrean Capital Overseas Brend: Plan, Ltd.       24,536       24,536         Empyrean Capital Overseas Brend: Plan, Ltd.       24,536       24,536         Empyrean Capital Overseas Fund, Ltd.       46,110       *       46,110         Fore Convertible Master Fund, Ltd.       46,10       *       46,110         Fore Convertible Master Fund, Ltd.       46,10       *       14,913         Georgia Municipal Employee Beneff System       2,206       <						
Canyon Capital Arbitrage Master Fund, Lid.       679,200       *       679,200         The Canyon Value Realization Fund (Cayman)       763,053       *       763,053         Canyon Value Realization MAC 18 Lid.       58,224       *       58,224         Canyon Value Realization Fund, L.P.       297,253       *       297,253         Capital Ventures International       102,149       *       102,149         Citadel Equity Fund, Lid.       408,596       *       408,596         Citadel Equity Fund, Lid.       408,596       *       408,596         Citadel Equity Fund, Lid.       423,918       *       1,389         Credit Suisse Europe Lid.       423,918       *       133,223         Credit Suisse Securities LLC       153,223       *       116,020         Empyrean Capital Overseas Benefit Plan, Lid.       42,536       *       24,536         Empyrean Capital Overseas Fund, Lid.       2,17,679       *       217,679         Florida Furit & Vegetable Association       2,206       *       2,206         Fore Convertible Master Fund, Lid.       46,610       *       49,611         Fore Convertible Association       2,206       *       2,416         Ilighbridge Convertible Astritymes Master Fund       Lid. </td <td>CAP Fund L P</td> <td>- )</td> <td></td> <td></td> <td></td> <td></td>	CAP Fund L P	- )				
The Canyon Value Realization Fund (Cayman).       763,053       *       763,053         Lid.       763,053       *       763,053         Canyon Value Realization MAC 18 Ld.       58,224       *       58,224         Canyon Value Realization Fund, L.P.       297,253       *       297,253         Capital Ventures International       102,149       *       102,149         Citade Equity Fund, Ltd.       408,596       *       408,596         Citigroup Global Markets Inc.       946,921       *       946,921         CMH Strategies       1,389       *       1,389         Credit Suisse Securities LLC       153,223       *       116,020         Empyrean Capital Overseas Benefit Plan, Ld.       24,536       *       24,536         Empyrean Capital Overseas Benefit Plan, Ld.       24,536       *       24,536         Empyrean Capital Overseas Benefit Plan, Ld.       24,536       *       24,536         Empyrean Capital Overseas Benefit Plan, Ld.       24,536       *       24,536         Empyrean Capital Overseas Benefit Plan, Ld.       46,110       *       46,110         Fore Convertible Master Fund, Ld.       49,64       *       4,964         Gernita Samicipal Emphores Benefit System       27,416		,	*			
Luk         763,053         *         763,053           Canyon Value Realization Fund, L.P.         297,253         *         58,224           Canyon Value Realization Fund, L.P.         297,253         *         297,253           Capital Ventures International         102,149         *         102,149           Citadel Equity Fund, L.I.         408,596         *         408,596           Citigroup Global Markets Inc.         946,921         *         946,921           Credit Suisse Europe Lid.         423,918         *         432,918           Credit Suisse Europe Lid.         423,918         *         153,223           Double Black Diamond Offshore LDC         116,020         *         115,305           Empyrean Capital Fund, LP         115,505         *         115,305           Empyrean Capital Overseas Bendit, Lid.         24,536         *         24,536           Fore Convertible Master Fund, Lid.         46,110         *         46,110           Fore ERISA Fund, Lid.         46,610         *         49,64           Gernini Sammelsiftung Zur Forderling Der         *         14,913           Geregia Municipal Employee Benefit System         7,416         *         17,309           IU Convertible Arbitrage Munici		019,290		079,290		
Canyon Value Realization MAC 18 Ltd.         58,224         *         58,224           Canyon Value Realization Fund, L.P.         297,253         297,253           Capital Ventures International         102,149         102,149           Citadel Equity Fund, Ltd.         408,596         408,596           Citigroup Global Markets Inc.         946,921         *           CMH Strategies         1,389         *         1,389           Credit Suisse Europe Ltd.         423,918         423,918         Credit Suisse Europe Ltd.         423,918           Credit Suisse Securities LLC         153,223         *         116,020         Empyrean Capital Fund, Ltd.         24,536           Empyrean Capital Overseas Benefit Plan, Ltd.         24,536         *         24,536           Empyrean Capital Overseas Benefit Plan, Ltd.         24,536         *         24,536           Empyrean Capital Overseas Benefit Plan, Ltd.         46,110         *         46,110           Fore Convertible Association         2,206         *         2,066           Fore Convertible Association         2,216         *         2,944           Gemini Sammelstiftung Zur Forderling Der         Fersonaluorsorge         14,913         *         14,913           Gedriai Municipal Employee Benefit System		763.053	*	763.053		
Caryon Value Realization Fund, L.P.         297,253         *         297,253           Capital Ventures International         102,149         *         102,149           Citade Equity Fund, L.L         408,596         *         408,596           Cityop Global Markets Inc.         946,921         *         946,921           CMH Strategies         1.389         *         1.389           Credit Suisse Europe Ltd.         423,918         *         423,918           Credit Suisse Securities LLC         153,223         *         153,223           Double Black Diamond Offshore LDC         116,020         *         116,020           Empyrean Capital Overseas Fund, Ltd.         24,536         *         24,536           Empyrean Capital Overseas Fund, Ltd.         217,679         *         217,679           Florida Fruit & Vegetable Association         2,206         *         2,066           Fore Convertible Master Fund, Ltd.         49,64         *         4,964           Gerniin Sammelstiftung Zur Forderling Der         *         14,913         *         14,913           Georgia Municipal Employee Benefit System         27,416         *         19,934         *         19,934           IP         10,214         *			*	,		
Capital Ventures International         102,149         *         102,149           Citadel Equity Fund, Ltd.         408,596         *         408,596           Citigroup Global Markets Inc.         946,921         *         946,921           CMH Strategies         1,389         *         1,389           Credit Suisse Europe Ltd.         423,918         *         423,918           Credit Suisse Securities LLC         153,223         *         153,223           Double Black Diamond Offshore LDC         116,020         *         116,020           Empyrean Capital Fund, LP         115,305         *         115,305           Empyrean Capital Overseas Benefit Plan, Ltd.         24,536         24,536           Empyrean Capital Overseas Fund, Ltd.         46,110         *         46,110           Fore Convertible Master Fund, Ltd.         46,110         *         46,110           Fore Convertible Master Fund, Ltd.         46,110         *         49,64           Gemini Sammelstiftung Zur Forderling Der         27,416         24,954         14,913           Georgia Municipal Employee Master Fund         40,214         *         10,214           Highbridge Convertible Arbitrage Master Fund         3,207         3,207         110			*			
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CMH Strategies         1,389         *         1,389           Credit Suisse Europe Ltd.         423,918         *         423,918           Credit Suisse Securities LLC         153,223         *         153,223           Double Black Diamond Offshore LDC         116,020         *         116,020           Empyrean Capital Overseas Benefit Plan, Ltd.         24,536         *         24,536           Empyrean Capital Overseas Fund, Ltd.         217,679         *         217,679           Florida Fruit & Vegetable Association         2,06         *         2,06           Fore Convertible Master Fund, Ltd.         49,64         *         4,964           Gernini Sammelstiftung Zur Forderling Der         *         14,913         *           Personaluorsorge         14,913         *         14,913           Georgia Municipal Employee Benefit System         27,416         *         10,214           Highbridge International LLC         91,934         *         91,934           Jefferis Umbrella Fund Global Convertible         3,207         *         3,207           IU Convertible Arbitrage Fund Limited         3,207         *         3,207           IU Convertible Arbitrage Fund Limited         3,207         *         3,207	-	408,596	*	408,596		
Credit Suisse Europe Ltd.         423,918         *         423,918           Credit Suisse Securities LLC         153,223         *         153,223           Double Black Diamond Offshore LDC         116,020         *         116,020           Empyrean Capital Overseas Benefit Plan, Ltd.         24,536         *         24,536           Empyrean Capital Overseas Fund, Ltd.         217,679         *         217,679           Florida Fruit & Vegetable Association         2,206         *         2,206           Fore Convertible Master Fund, Ltd.         46,110         *         46,110           Fore ERISA Fund, Ltd.         46,964         4,964         Gemini Sammelstiftung Zur Forderling Der           Fersonaluorsorge         14,913         *         14,913         Georgia Municipal Employee Benefit System         7,416         *         19,934           Ighbridge Convertible Arbitrage Master Fund         2,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *         10,214         *	Citigroup Global Markets Inc.	946,921	*	946,921		
Credit Suisse Securities LLC153,223*153,223Double Black Diamond Offshore LDC116,020*116,020Empyrean Capital Overseas Benefit Plan, Ltd.24,536*24,536Empyrean Capital Overseas Benefit Plan, Ltd.217,679*217,679Florida Fruit & Vegetable Association2,206*2,206Fore Convertible Master Fund, Ltd.46,110*46,110Fore ERISA Fund, Ltd.4,964*4,964Gemini Sammelstiftung Zur Forderling Der**Personaluorsorge14,913*14,913Georgia Municipal Employee Benefit System27,416*27,416Highbridge Convertible Arbitrage Master Fund10,214*10,214LP10,214*10,214*10,214Highbridge International LLC91,934*91,93491,934Jefferies Umbrella Fund Global Convertible3,207*3,207IIU Convertible Arbitrage Fund Limited3,207*3,207IIU Convertible Fund, plc46,477*46,477Institutional Benchmark Series (Master Feeder)**14,300Limited in respect of Electra Series c/o Quattro*14,300*Ionic Capital Master Fund Ltd.61,28961,28961,289John Deere Pension Trust20,42920,42920,429JP Morgan Securities Inc.183,868183,868183,868Lydian Olobal Opportunities Master Fund Ltd.61,28961,289Lyd		1,389	*	1,389		
Creating Disc         100000         100000           Double Black Diamond Offshore LDC         116,020         *           Empyrean Capital Overseas Benefit Plan, Ltd.         24,536         *           Empyrean Capital Overseas Fund, Ltd.         217,679         217,679           Florida Fruit & Vegetable Association         2,206         *         2,206           Fore Convertible Master Fund, Ltd.         46,110         *         46,110           Fore Convertible Master Fund, Ltd.         4,964         *         4,964           Geemini Sammelstiftung Zur Forderling Der         *         7,416         *         27,416           Georgia Municipal Employee Benefit System         27,416         *         27,416         *         10,214           Highbridge Convertible Arbitrage Master Fund         *         10,214         *         10,214           Highbridge International LLC         91,934         *         91,934         *         19,304           IU Convertible Fund Global Convertible         *         157,309         *         157,309         *         157,309           IUU Convertible Fund Linted         3,207         *         3,207         *         3,207         *         14,300           Fund         14,300	Credit Suisse Europe Ltd.	423,918		423,918		
Double Data Park Product Data       110,020       110,020         Empyrean Capital Overseas Benefit Plan, Ltd.       24,536       24,536         Empyrean Capital Overseas Benefit Plan, Ltd.       217,679       217,679         Florida Fruit & Vegetable Association       2,206       2,206         Fore Convertible Master Fund, Ltd.       46,110       46,110         Fore Convertible Master Fund, Ltd.       4,964       4,964         Gemini Sammelstiftung Zur Forderling Der       Personaluorsorge       14,913         Georgia Municipal Employee Benefit System       27,416       27,416         Highbridge Convertible Arbitrage Master Fund       U       U         LP       10,214       10,214       10,214         Highbridge International LLC       91,934       91,934       91,934         Jefferies Umbrella Fund Global Convertible       U       U       U         Bond       157,309       157,309       100,207       3,207         IUU Convertible Arbitrage Fund Limited       3,207       46,477       46,477         Institutional Benchmark Series (Master Feeder)       U       U       U       U         Limited in respect of Electra Series c/o Quattro       14,300       14,300       14,300         Ionic Capital Master Fund Ltd. </td <td>Credit Suisse Securities LLC</td> <td>153,223</td> <td></td> <td>153,223</td> <td></td> <td></td>	Credit Suisse Securities LLC	153,223		153,223		
Empyrean Capital Overseas Benefit Plan, Ltd.         24,536         *         24,536           Empyrean Capital Overseas Fund, Ltd.         217,679         *         217,679           Florida Fruit & Vegetable Association         2,206         *         2,006           Fore Convertible Master Fund, Ltd.         46,110         *         46,110           Fore Convertible Master Fund, Ltd.         4,964         *         4,964           Gemin Sammelstiftung Zur Forderling Der         *         4,964           Personaluorsorge         14,913         *         14,913           Georgia Municipal Employee Benefit System         27,416         *         27,416           Highbridge Convertible Arbitrage Master Fund         10,214         *         10,214           Highbridge International LLC         91,934         *         91,934           Jefferies Umbrella Fund Global Convertible         5,070         *         3,207           IIU Convertible Fund, ple         46,477         *         46,477           Institutional Benchmark Series (Master Feeder)         *         *         14,300           Innic Capital Master Fund Ltd.         61,289         61,289         61,289           John Deere Pension Trust         20,429         *         2,2578						
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Fore Convertible Master Fund, Ltd.         46,110         *         46,110           Fore ERISA Fund, Ltd.         4,964         *         4,964           Gemini Sammelstiftung Zur Forderling Der         -         -           Personaluorsorge         14,913         *         14,913           Georgia Municipal Employee Benefit System         27,416         *         27,416           Highbridge Convertible Arbitrage Master Fund         -         -         -           LP         0,214         *         10,214           Highbridge International LLC         91,934         *         91,934           Jefferies Umbrella Fund Global Convertible         -         -         -           Bond         157,309         *         157,309         -           IIU Convertible Arbitrage Fund Limited         3,207         *         3,207         -         -           Institutional Benchmark Series (Master Feeder)         -         -         -         -         -           Initied in respect of Electra Series c/o Quattr         46,477         *         46,477         -         46,477           John Deere Pension Trust         20,429         -         -         -         -         -         -         -		,				
Fore ERISA Fund, Ld.40,11040,110Fore ERISA Fund, Ld.4,964*4,964Gemini Sammelstiftung Zur Forderling Der		,		,		
For Enclor4,0044,004Gemini Sammelstiftung Zur Forderling Der Personaluorsorge14,913*Georgia Municipal Employee Benefit System27,416*Highbridge Convertible Arbitrage Master Fund27,416*LP10,214*10,214Highbridge International LLC91,934*Jefferies Umbrella Fund Global Convertible91,934*Bond157,309*157,309IIU Convertible Arbitrage Fund Limited3,207*3,207IIU Convertible Arbitrage Fund Limited3,207*3,207Institutional Benchmark Series (Master Feeder)46,477*46,477Institutional Benchmark Series (Agster Feeder)Limited in respect of Electra Series c/o QuattroFund14,300*14,300Ionic Capital Master Fund Ltd.61,289*61,289John Deere Pension Trust20,429*20,429IP Morgan Securities Inc.122,578*122,578LDG Limited3,779*3,779Lehman Brothers Inc.183,868*183,868Lydian Global Opportunities Master Fund Ltd.61,289*61,289Lydian Global Opportunities Master Fund Ltd.61,289*3,779Lehman Brothers Inc.183,868*183,868Lydian Global Opportunities Master Fund Ltd.61,289*61,289Lydian Global Opportunities Master Fund Ltd.61,289*2,45157Lydia	· · · · · · · · · · · · · · · · · · ·	,		· · · · · · · · · · · · · · · · · · ·		
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Highbridge International LLC91,934*91,934Jefferies Umbrella Fund Global ConvertibleBond157,309*157,309IIU Convertible Arbitrage Fund Limited3,207*3,207IIU Convertible Fund, plc46,477*46,477Institutional Benchmark Series (Master Feeder)Limited in respect of Electra Series c/o QuattroFund14,300*14,300-Ionic Capital Master Fund Ltd.61,289*61,289John Deere Pension Trust20,429*20,429JP Morgan Securities Inc.122,578*122,578LDG Limited3,779*3,779Lehman Brothers Inc.183,868*183,868Lydian Global Opportunities Master Fund Ltd.61,289*61,289Lydian Overseas Partners Master Fund, L.T.D.245,157*245,157Lyxor/Canyon Value Realization Fund Ltd.51,074*51,074		10 214	*	10 214		
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Bond         157,309         *         157,309           IUC Convertible Arbitrage Fund Limited         3,207         *         3,207           IUC Convertible Arbitrage Fund Limited         3,207         *         3,207           IUC Convertible Fund, plc         46,477         *         46,477           Institutional Benchmark Series (Master Feeder)         *         46,477           Limited in respect of Electra Series c/o Quattro         *         14,300           Fund         14,300         *         14,300           Ionic Capital Master Fund Ltd.         61,289         *         61,289           John Deere Pension Trust         20,429         *         20,429           JP Morgan Securities Inc.         122,578         *         122,578           LDG Limited         3,779         *         3,779           Lehman Brothers Inc.         183,868         *         183,868           Lydian Global Opportunities Master Fund Ltd.         61,289         *         61,289           Lydian Overseas Partners Master Fund, L.T.D.         245,157         245,157           Lyxor/Canyon Value Realization Fund Ltd.         51,074         \$1,074		91,934		91,934		
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Institutional Benchmark Series (Master Feeder)Limited in respect of Electra Series c/o QuattroFund14,300Fund14,300Ionic Capital Master Fund Ltd.61,289John Deere Pension Trust20,42920,429*JP Morgan Securities Inc.122,578LDG Limited3,7798,868*Lydian Global Opportunities Master Fund Ltd.61,2894,128*Lydian Overseas Partners Master Fund, L.T.D.245,157Lyxor/Canyon Value Realization Fund Ltd.51,074*51,074	-		*			
Limited in respect of Electra Series c/o Quatro         Fund       14,300       *       14,300         Ionic Capital Master Fund Ltd.       61,289       *       61,289         John Deere Pension Trust       20,429       *       20,429         JP Morgan Securities Inc.       122,578       *       122,578         LDG Limited       3,779       *       3,779         Lehman Brothers Inc.       183,868       *       183,868         Lydian Global Opportunities Master Fund Ltd.       61,289       *       61,289         Lydian Overseas Partners Master Fund, L.T.D.       245,157       *       245,157         Lyxor/Canyon Value Realization Fund Ltd.       51,074       *       51,074		10,177		10,177		
Fund14,300*14,300Ionic Capital Master Fund Ltd.61,289*61,289John Deere Pension Trust20,429*20,429JP Morgan Securities Inc.122,578*122,578LDG Limited3,779*3,779Lehman Brothers Inc.183,868*183,868Lydian Global Opportunities Master Fund Ltd.61,289*61,289Lydian Overseas Partners Master Fund, L.T.D.245,157*245,157Lyxor/Canyon Value Realization Fund Ltd.51,074*51,074						
Ionic Capital Master Fund Ltd.61,289*61,289John Deere Pension Trust20,429*20,429JP Morgan Securities Inc.122,578*122,578LDG Limited3,779*3,779Lehman Brothers Inc.183,868*183,868Lydian Global Opportunities Master Fund Ltd.61,289*61,289Lydian Overseas Partners Master Fund, L.T.D.245,157*245,157Lyxor/Canyon Value Realization Fund Ltd.51,074*51,074		14.300	*	14.300		
John Deere Pension Trust       20,429       *       20,429         JP Morgan Securities Inc.       122,578       *       122,578         LDG Limited       3,779       *       3,779         Lehman Brothers Inc.       183,868       *       183,868         Lydian Global Opportunities Master Fund Ltd.       61,289       *       61,289         Lydian Overseas Partners Master Fund, L.T.D.       245,157       *       245,157         Lyxor/Canyon Value Realization Fund Ltd.       51,074       *       51,074	Ionic Capital Master Fund Ltd.	,	*	,		
LDG Limited       3,779       *       3,779         Lehman Brothers Inc.       183,868       *       183,868         Lydian Global Opportunities Master Fund Ltd.       61,289       *       61,289         Lydian Overseas Partners Master Fund, L.T.D.       245,157       *       245,157         Lyxor/Canyon Value Realization Fund Ltd.       51,074       *       51,074	1	,	*			
LDG Limited       3,779       *       3,779         Lehman Brothers Inc.       183,868       *       183,868         Lydian Global Opportunities Master Fund Ltd.       61,289       *       61,289         Lydian Overseas Partners Master Fund, L.T.D.       245,157       *       245,157         Lyxor/Canyon Value Realization Fund Ltd.       51,074       *       51,074	JP Morgan Securities Inc.	122,578	*	122,578		
Lydian Global Opportunities Master Fund Ltd.61,289*61,289Lydian Overseas Partners Master Fund, L.T.D.245,157*245,157Lyxor/Canyon Value Realization Fund Ltd.51,074*51,074		3,779	*	3,779		
Lydian Overseas Partners Master Fund, L.T.D.245,157*245,157Lyxor/Canyon Value Realization Fund Ltd.51,074*51,074	Lehman Brothers Inc.	183,868	*	183,868		
Lyxor/Canyon Value Realization Fund Ltd. 51,074 * 51,074		61,289	*	61,289		
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Lyxor/Canyon Capital Arbitrage Fund Ltd. 143,008 * 143,008	Lyxor/Canyon Capital Arbitrage Fund Ltd.	143,008	*	143,008		

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	Number of Shares Beneficially	Percentage of Shares Beneficially	Number of	Number of Shares Beneficially	Percentage of Shares Beneficially
Nome	Owned Prior to	Owned Prior to	Shares Offered	<b>Owned Following</b>	Owned Following
Name	the Offering(1)	the Offering(2)	Hereby	the Offering(3)	the Offering(2)(3)
Metropolitan Atlanta Rapid Tranist Authority	4,882	*	4,882		
Old Lane GMA Master Fund LP	124,887	*	124,887		
Old Lane Cayman Master Fund LP	672,487	*	672,487		
Old Lane US Master Fund LP	385,408	*	385,408		
Partners Group Alternative Strategies PCC					
Limited, Red Delta Cell c/o Quattro Fund	20,429	*	20,429		
Pensionskasse Der Antalis Ag	2,247	*	2,247		
Pensionskasse Der Lonza Ag	6,128	*	6,128		
Pensionskasse Huntsman	4,290	*	4,290		
Pensionskasse Huntsman II	5,516	*	5,516		
Pensionskasse Der Rockwell Automation Ag	4,290	*	4,290		
Peoples Benefit Life Insurance Company					
Teamsters	81,719	*	81,719		
Plexus Fund Limited	510,745	*	510,745		
Polygon Global Opportunities Master Fund	204,298	*	204,298		
PV Promea	9,602	*	9,602		
Quattro Fund Ltd.	155,266	*	155,266		
Quattro Multistrategy Masterfund LP	14,300	*	14,300		
Redbourn Partners Ltd.	245,157	*	245,157		
Redbrick Capital MasterFund LTD	153,223	*	153,223		
Royal Bank of Canada	91,934	*	91,934		
SRI Fund, L.P.	50,053	*	50,053		
Tamalpais Asset Management L.P.	204,298	*	204,298		
TQA Master Fund, Ltd.	24,209	*	24,209		
TQA Master Plus Fund, Ltd.	13,871	*	13,871		
UBS O Connor LLC F/B/O: O Connor Global					
Convertible Arbitrage Master Limited	192,653	*	192,653		
UBS O Connor LLC F/B/O: O Connor Global					
Convertible Arbitrage II Master Limited	11,644	*	11,645		
UBS Securities LLC	81,719	*	81,719		
Universal Investment Gesellschaft MBH Ref	,		,		
Aventis	102,149	*	102,149		
Waterstone Market Neutral Master Fund, Ltd.	132,589	*	132,589		
Waterstone Market Neutral MAC51 Fund, Ltd.	71,708	*	71,708		
Yield Strategies Fund I, L.P.	40,859	*	40,859		
Zurich Institutional Benchmarks Master Fund,	.,		.,		
Ltd. c/o TQA Investors, LLC	9,213	*	9,213		
Zurich Institutional Funds, Wandelanleihen	53,117	*	53,117		
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Name	Number of Shares Beneficially Owned Prior to the Offering(1)		Percentage of Shares Beneficially Owned Prior to the Offering(2)		Number of Shares Offered Hereby	1	Number of Shares Beneficially Owned Following the Offering(3)	Percentage of Shares Beneficially Owned Following the Offering(2)(3)
Any other holder of common stock issuable upon exchange of notes or future transferee,	-		-				-	-
pledgee, donee or successor of any holder	337,454		*		337,454			
TOTAL(4)	11,747,135	(5)	8.07	%	11,747,135	(5)		

\* Less than 1%.

(1) Assumes conversion of the notes into shares of common stock at a conversion rate of 20.4298 shares of common stock per each \$1,000 principal amount of notes.

(2) Based on a total of 145,598,641 shares of our common stock outstanding as of November 1, 2007.

(3) We do not know when or in what amounts a selling shareholder may offer shares of our common stock for sale. The selling shareholders might not sell any or all of the shares of our common stock offered by this prospectus. Because the selling shareholders may offer all or some of the shares of our common stock pursuant to this prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares of our common stock, we cannot estimate the number of shares of our common stock that will be held by the selling shareholders after completion of this offering. However, for purposes of this table, we have assumed that, after completion of the offering pursuant to this prospectus, none of the shares of our common stock covered by this prospectus will be held by the selling shareholders

(4) Additional selling shareholders not named in the prospectus will not be able to use the prospectus for resales until they are named in the selling shareholder table by prospectus supplement or post-effective amendment. Transferees, successors and donees of identified selling shareholders will not be able to use this prospectus for resales until they are named in the selling shareholders table by prospectus supplement or post-effective amendment. If required, we will add transferees, successors and donees by additional prospectus supplement in instances where the transferee, successor or donee has acquired its shares from holders named in the prospectus or prospectus supplement after the effective date of this prospectus.

(5) We will issue cash for all fractional shares of our common stock based on the closing sale price of our common stock on the trading day immediately preceding the exchange date.

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