

SYMANTEC CORP
Form 424B3
March 08, 2002

Prospectus Supplement #2
(to prospectus dated February 19, 2002)

Filed pursuant to Rule 424(b)(3)
Registration No. 333-77072

SYMANTEC CORPORATION

**3% Convertible Subordinated Notes Due November 1, 2006 and
Shares of Common Stock Issuable Upon Conversion of the Notes**

This prospectus supplement relates to the resale by the holders of our 3% convertible subordinated notes due November 1, 2006 and the shares of our common stock issuable upon the conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus dated February 19, 2002, which is to be delivered with this prospectus supplement.

The information in the table appearing under the heading "Selling Holders" in the prospectus is amended by the addition of the information appearing in the table below:

Name of Beneficial Owner	Principal Amount of	Common Stock Owned		Common Stock Owned After Completion of the Offering
	Notes Beneficially Owned and Offered	Prior to the Offering(1)(2)	Common Stock Offered(2)	
Aristeia International Limited	\$ 7,600,000	222,613	222,613	
Aristeia Partners, LP	2,400,000	70,298	70,298	
City University of New York	155,000	4,540	4,540	
Goldman Sachs and Company	3,415,000	100,029	100,029	
Grady Hospital Foundation	136,000	3,983	3,983	
New Orleans Firefighters Pension/ Relief Fund	140,000	4,100	4,100	
New York Life Insurance Company	1,490,000	43,643	43,643	
New York Life Insurance Company	630,000	18,453	18,453	
Oppenheimer Convertible Securities Fund	4,500,000	131,810	131,810	
TD Securities (USA) Inc.	21,250,000	622,438	622,438	
Any other holders of notes or future transferee from any holder(3)(4)	27,512,000	805,859	805,859	

(1) Includes common stock into which the notes are convertible.

(2) Assumes a conversion ratio of 29.2912 shares per \$1,000 principal amount of notes and a cash payment in lieu of any fractional interest.(3) Information concerning other selling holders of notes will be

set forth in
prospectus
supplements
from time to
time, if
required.(4) Assumes
that any
other holders
of notes or
any future
transferee
from any
holder does
not
beneficially
own any
common
stock other
than
common
stock into
which the
notes are
convertible
at the
conversion
rate of
29.2912
shares per
\$1,000
principal
amount of
notes.

Investing in our common stock or the notes involves a high degree of risk. Please carefully consider the Risk Factors beginning on page 3 of the prospectus, as well as the Risk Factors section included in our recent reports filed with the Securities and Exchange Commission.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS OR THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is March 8, 2002.