

SYMANTEC CORP
Form 424B3
March 18, 2002

Prospectus Supplement #3
(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			Common Stock Owned After Completion of the Offering
	Amount of Notes Beneficially Owned and Offered	Common Stock Owned Prior to the Offering(1)(2)	Common Stock Offered(2)	
1976 Distribution Trust FBO A.R. Lauder/ Zinterhofer	\$ 12,000	351	351	
1976 Distribution Trust FBO Jane A. Lauder	22,000	644	644	
2000 Revocable Trust FBO A.R. Lauder/ Zinterhofer	11,000	322	322	
Allentown City Firefighters Pension Plan	40,000	1,171	1,171	
Allentown City Officers & Employees Pension Fund	16,000	468	468	
Allentown City Police Pension Plan	76,000	2,226	2,226	
American Motorist Insurance Company	888,000	26,010	26,010	
Arapahoe County Colorado	86,000	2,519	2,519	
British Virgin Islands Social Security Board	126,000	3,690	3,690	
City of New Orleans	354,000	10,369	10,369	
City University of New York	213,000	6,239	6,239	
Credit Suisse First Boston Corporation	1,553,000	45,489	45,489	
Grady Hospital Foundation	187,000	5,477	5,477	
HFR Convertible Arbitrage Fund	170,000	4,979	4,979	
Independence Blue Cross	276,000	8,084	8,084	
Master Fund	2,730,000	79,964	79,964	
Merrill Lynch Insurance Group	337,000	9,871	9,871	
Minnesota Power and Light	100,000	2,929	2,929	
Municipal Employees	319,000	9,343	9,343	
New Orleans Firefighters Pension/ Relief Fund	191,000	5,594	5,594	
Occidental Petroleum Corporation	360,000	10,544	10,544	
Ohio Bureau of Workers Compensation	179,000	5,243	5,243	
Policeman and Fireman Retirement System of the City of Detroit	879,000	25,746	25,746	
Pro-mutual	1,048,000	30,697	30,697	
Raytheon Master Pension Trust	348,000	10,193	10,193	
Shell Pension Trust	704,000	20,621	20,621	
State of Maryland Retirement Agency	4,506,000	131,986	131,986	

Name of Beneficial Owner	Principal			Common Stock Owned After Completion of the Offering
	Amount of Notes	Common Stock		
	Beneficially	Owned	Common	
	Owned and Offered	Prior to the Offering(1)(2)	Stock Offered(2)	
The Grable Foundation	\$ 165,000	4,833	4,833	
Trustmark Insurance Company	482,000	14,118	14,118	

(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 18, 2002.