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HEWLETT PACKARD CO
Form 8-K
May 24, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

May 24, 2001

Date of Report (Date of Earliest Event Reported)

HEWLETT-PACKARD COMPANY

(Exact name of registrant as specified in its charter)

Delaware	1-4423	94-1081436
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

3000 Hanover Street, Palo Alto, CA	94304
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(Address of principal executive offices)	(Zip code)

(650) 857-1501

(Registrant's telephone number, including area code)

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Item 5. Other Events.

This Current Report on Form 8-K (including the documents set forth as exhibits 4.1 - 4.4 hereto) is being filed to be, and is hereby, incorporated by reference into our Registration Statement on Form S-3 (No. 333-30786), which was declared effective on March 17, 2000. This Report and the exhibits hereto relate to the offering from time to time of up to \$1,500,000,000 aggregate principal amount of our Medium-Term Notes, Series A, Due Nine Months or More from the Date

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of Issue.

Item 7. Financial Statements and Exhibits.

The following exhibits are being filed with this report:

Exhibit 4.1 Form of Fixed Rate Note.

Exhibit 4.2 Form of Floating Rate Note.

Exhibit 4.3 Agency Agreement, dated May 16, 2001, entered into between Hewlett-Packard Company and J.P. Morgan Securities Inc., ABN AMRO Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Credit Suisse First Boston Corporation, Deutsche Banc Alex. Brown Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., and The Williams Capital Group, L.P.

Exhibit 4.4 Officers' Certificate dated May 16, 2001 (excluding the exhibits thereto), executed by Hewlett-Packard Company and delivered pursuant to Section 301 of the Indenture (Senior Debt Securities) dated as of June 1, 2000, entered into between Hewlett-Packard Company and Chase Manhattan Bank and Trust Company, N.A., as trustee.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEWLETT-PACKARD COMPANY

Date: May 24, 2001

By: /s/ Ann O. Baskins

Name: Ann O. Baskins
Title: Vice President, Secretary
and General Counsel

INDEX TO EXHIBITS FILED WITH THE CURRENT REPORT ON FORM 8-K DATED MAY 24, 2001

Exhibit	Description
4.1	Form of Fixed Rate Note.
4.2	Form of Floating Rate Note.
4.3	Agency Agreement, dated May 16, 2001, entered into between Hewlett-Packard Company and J.P. Morgan Securities Inc., ABN AMRO Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Credit Suisse First Boston Corporation, Deutsche Banc Alex. Brown Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., and The Williams Capital Group, L.P.
4.4	Officers' Certificate dated May 16, 2001 (excluding the exhibits

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