

HEWLETT PACKARD CO
Form S-8 POS
March 25, 2005

As filed with the Securities and Exchange Commission on March 24, 2005.
Registration No. 33-50699

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 2
To
Form S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Exact name of issuer as specified in its charter:

HEWLETT-PACKARD COMPANY

State or other jurisdiction of
incorporation or organization:
Delaware

I.R.S. Employer
Identification No.:
94-1081436

Address of principal executive offices:
3000 Hanover Street, Palo Alto, California 94304

Full title of the plan:

1993 Metrix Stock Option Conversion Plan

Name and address of agent for service:

ANN O. BASKINS
Senior Vice President, General Counsel and Secretary
3000 Hanover Street, Palo Alto, California 94304

Telephone Number, including area code, of agent for service: (650) 857-1501

EXPLANATORY STATEMENT: DEREGISTRATION OF SHARES

Effective as of July 28, 2004, Hewlett-Packard Company (the Registrant) terminated its 1993 Metrix Stock Option Conversion Plan (the Plan) and there were no outstanding awards under the Plan. This Post-Effective Amendment No. 2 to the Registrant's Registration Statement on Form S-8 (SEC File No. 33-50699) is filed to deregister 16,522 shares previously registered on such Form S-8 that remain unsold at the termination of the Plan.

Name and address of agent for service: ANN O. BASKINS Senior Vice President, General Counsel and Secretary

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| Signature | Title | Date |
|---|----------|----------------|
| * <u>Lucille S. Salhany</u> Lucille S. Salhany | Director | March 24, 2005 |

* By: /s/ Charles N. Charnas
Charles N. Charnas
(Attorney-in-Fact)