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

As filed with the Securities and Exchange Commission on March 24, 2005.

Registration No. 33-31500

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

HEWLETT-PACKARD COMPANY

(Exact name of issuer as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization) 94-1081436 (I.R.S. Employer Identification No.)

3000 Hanover Street, Palo Alto, California 94304 (Address of Principal Executive Offices)(Zip Code)

Hewlett-Packard Company
1989 Apollo Stock Option Conversion Plan
(Full Title of the Plan)

ANN O. BASKINS

Senior Vice President, General Counsel and Secretary 3000 Hanover Street, Palo Alto, California 94304 (Name and address of agent for service)

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

EXPLANATORY STATEMENT: DEREGISTRATION OF SHARES

Effective as of July 28, 2004, Hewlett-Packard Company (Registrant) terminated its Hewlett-Packard Company 1989 Apollo Stock Option Conversion Plan, as amended (the Plan), and there were no outstanding awards under the Plan. This Post-Effective Amendment No. 2 to Registrant s Registration Statement on Form S-8 (File No. 33-31500), filed with the Securities and Exchange Commission on October 12, 1989, is filed to deregister 1,637,120 shares previously registered on such Form S-8 that remain unsold at the termination of the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Palo Alto, state of California, on this 24th day of March, 2005.

HEWLETT-PACKARD COMPANY

By: /s/ Charles N. Charnas
Charles N. Charnas
Vice President, Deputy General Counsel
and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 has been signed below by the following persons on behalf of Registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert P. Wayman Robert P. Wayman	Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial Officer)	March 22, 2005
* Jon E. Flaxman Jon E. Flaxman	Senior Vice President and Controller (Principal Accounting Officer)	March 24, 2005
* Lawrence T. Babbio, Jr. Lawrence T. Babbio, Jr.	Director	March 24, 2005
* Patricia C. Dunn Patricia C. Dunn	Chairperson	March 24, 2005
* Richard A. Hackborn Richard A. Hackborn	Director	March 24, 2005
* George A. Keyworth II Dr. George A. Keyworth II	Director	March 24, 2005
* Robert E. Knowling, Jr. Robert E. Knowling, Jr.	Director	March 24, 2005
Thomas J. Perkins	Director	
* Robert L. Ryan Robert L. Ryan	Director	March 24, 2005
* Lucille S. Salhany	Director	March 24, 2005

SIGNATURES 2

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Signature Title Date

Lucille S. Salhany

* By: /s/ Charles N. Charnas

Charles N. Charnas (Attorney-in-Fact)

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